

J. Russell Farrar
William N. Bates
Kristin Ellis Berexa
Teresa Reall Ricks
Molly R. Cripps
Mary Byrd Ferrara*
Robyn Beale Williams
Jennifer Orr Locklin
Keith F. Blue
Christopher J. Larkin**

LAW OFFICES
FARRAR & BATES, L.L.P.

211 Seventh Avenue North
Suite 420
Nashville, Tennessee 37219
Telephone 615-254-3060
Facsimile 615-254-9835
E-Mail fblaw@farrar-bates.com

RECEIVED
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F.A. DOCKET ROOM

Of Counsel
H. LaDon Baltimore

*Also licensed in KY
**Also licensed in AL

December 9, 2004

Honorable Pat Miller, Chairman
Tennessee Regulatory Authority
ATTN: Sharla Dillon, Dockets
460 James Robertson Parkway
Nashville, TN 37243-5015

04-00427

Re: Application of Comcast Phone of Tennessee, LLC for a Certificate to Provide
Competing Local Exchange and Interexchange Telecommunications Services
Within the State of Tennessee

Dear Chairman Miller

Enclosed please find the original and 14 copies of the above-referenced application along with my check in the amount of \$25.00 in payment of the filing fee. As you will see, Exhibit H to the application - 3 Year Projected Financial Statements - is **confidential and proprietary and is filed under seal**. A copy of the application (without Exhibit H) has been mailed to each of Tennessee's ILECs.

Please note the docket number and return a date stamped copy of the application. Thank you for your assistance. If you have questions, please do not hesitate to contact me

Sincerely,



H. LaDon Baltimore
Counsel for Comcast Phone of Tennessee, LLC

LDB/dcg
Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of)
)
COMCAST PHONE OF TENNESSEE, LLC)
)
For a Certificate to Provide Competing Local)
Exchange and Interexchange Telecommunications)
Services Within the State of Tennessee)

Docket No 04-00427
CO-ID#128928

APPLICATION

Comcast Phone of Tennessee, LLC, d/b/a Comcast Digital Phone ("Comcast Phone-TN" or "Applicant"), by its attorneys, and pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority (the "Authority"), and section 253 of the Federal Telecommunications Act of 1996 (the "Act"), hereby respectfully requests that the Authority grant to Comcast Phone-TN a Certificate of convenience and necessity to provide competing local exchange and interexchange telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Comcast Phone-TN is willing and able to comply with all rules and regulations in Tennessee applicable to the provision of competing local and interexchange telecommunications services.

In support of this Application, Comcast Phone-TN submits the following

I. THE APPLICANT

1. Comcast Phone of Tennessee, LLC, d/b/a Comcast Digital Phone is a limited liability company formed under the laws of the State of Delaware and headquartered at 1500 Market Street, Philadelphia, Pennsylvania 19102-2148. The Applicant's main telephone number is (215) 665-1700 and its facsimile number is (215) 981-8508. A copy of the Certificate of Formation of Comcast Phone-TN is attached hereto as *Exhibit A*.

2. Comcast Phone-TN is duly authorized to transact business within the State

of Tennessee. A copy of the Applicant's Limited Liability Company Certificate of Authority to transact business within the State of Tennessee as a foreign business entity, dated May 28, 2004, is attached hereto as *Exhibit B*. The name and address of the registered agent of Comcast Phone-TN for service of process within the State of Tennessee is CT Corporation System, 530 Gray Street, Knoxville, Tennessee 37902.

3 Comcast Phone-TN is a direct, wholly owned subsidiary of Comcast Phone II, Inc., a corporation formed under the laws of the State of Delaware and headquartered at the same address. Comcast Phone II, Inc. is an indirect, wholly owned subsidiary of Comcast Corporation, a public corporation formed under the laws of the State of Pennsylvania and headquartered at 1500 Market Street, Philadelphia, Pennsylvania 19102-2148. Comcast Corporation (NASDAQ: CMCSA, CMCSK) is principally involved in the development, management and operation of broadband cable networks and programming content. Comcast Corporation is the largest cable company in the United States, serving more than 21 million cable video subscribers.

4 Through various operating subsidiaries, Comcast Corporation also provides telecommunications services to residential and business customers in various portions of the United States. The operating subsidiaries of Comcast Corporation are duly authorized to provide facilities-based and/or resold local exchange, interexchange and/or long distance telecommunications services in all states throughout the country, with the exception of Alaska and Hawaii. An organizational chart, including the Applicant and its corporate parent, is attached hereto as *Exhibit C*.

5. A complete list of the officers of Comcast Phone-TN is attached hereto as *Exhibit D*. The officers of Comcast Phone-TN may be contacted at the Applicant's principal

business address and telephone number set forth above. Comcast Phone-TN currently does not maintain a company office within the State of Tennessee

II. DESIGNATED CONTACT

6. The designated contacts for all matters regarding this Application are:

H LaDon Baltimore
FARRAR & BATES, LLP
211 Seventh Avenue North
Suite 420
Nashville, Tennessee 37219
(615) 254-3060 (telephone)
(615) 254-9835 (facsimile)
don.baltimore@farrar-bates.com

Brett Heather Freedson, Esq
KELLEY DRYE & WARREN LLP
1200 Nineteenth Street, N W
Suite 500
Washington, D C 20036
(202) 887-1211 (telephone)
(202) 955-9792 (facsimile)
bfreedson@kelleydrye.com

- 7 Copies of all correspondence, notices, inquiries and orders regarding this Application also should be sent to the following representative the Comcast Phone-TN:

John G. Sullivan, Vice President and Chief Counsel
COMCAST PHONE II, INC
1500 Market Street
Philadelphia, Pennsylvania 19102-2148
(215) 320-8816 (telephone)
(215) 981-8508
John_Sullivan@comcast.com

III. PROPOSED SERVICES AND AUTHORITY REQUESTED

- 8 By this Application, Comcast Phone-TN seeks authority to provide facilities-based and resold interexchange and local exchange telecommunications services within the State of Tennessee, on a statewide basis. Initially, Comcast Phone-TN intends to provide only exchange access services within the State of Tennessee. At a later date, Comcast Phone-TN

may expand its offerings to provide a full suite of voice and other services to business and residential consumers within the State of Tennessee.

9. Comcast Phone-TN will commence its operations within the State of Tennessee following the Authority's grant of the Certificate requested by this Application, and execution of an interconnection agreement between Comcast Phone-TN and BellSouth Telecommunications.

10. Comcast Phone-TN currently does not own or control telecommunications facilities within the State of Tennessee and does not plan, at this time, to deploy telecommunications facilities within the State of Tennessee. To the extent that telecommunications facilities are required to the Applicant's Tennessee operations, Comcast Phone-TN intends to use the existing and upgraded cable plant owned by its Tennessee cable television affiliates (collectively, "Comcast Cable"), including the network equipment located at headends, nodes and other facilities owned by Comcast Cable.

IV. QUALIFICATIONS OF THE APPLICANT

11. Comcast Phone-TN currently is not authorized to provide telecommunications services within any jurisdiction. Comcast Phone-TN has not been denied authority to provide telecommunications services within any jurisdiction, and never has been under investigation, fined or cited for violation of any consumer protection law or regulation in any state or federal jurisdiction. Comcast Phone-TN never has been subject to any civil or criminal proceedings in any jurisdiction.

A. Technical and Managerial Qualifications

12. Comcast Phone-TN has superior technical and managerial qualifications to develop and maintain successful operations within the State of Tennessee and to ensure the continued provision of quality services to Tennessee consumers.

13 As demonstrated by the brief biographies attached hereto as *Exhibit E*, the members of the Applicant's senior management team have significant experience in the critical functions of communications network operations, OSS/BSS, product development, sales and marketing, business management and finance. These individuals have acquired superior expertise by their work in various segments of the communications industry prior to assuming their current managerial roles at Comcast Phone-TN, and are highly qualified to manage the operations of Comcast Phone-TN within the State of Tennessee

B. Financial Qualifications

14 As indicated above, Comcast Phone-TN is an indirect, wholly owned subsidiary of Comcast Corporation. As such, Comcast Phone-TN will rely on the financial capability of its ultimate corporate parent, Comcast Corporation, to fund its operations within the State of Tennessee, and accordingly, to provide the services requested by this Application. A copy of the most recent Form 10-Q of Comcast Corporation, filed with the Securities and Exchange Commission for the period ended September 30, 2004, is attached hereto as *Exhibit F*. In addition, a Guaranty issued by Comcast Corporation, for the financial obligations incurred by Comcast Phone-TN related to its Tennessee operations, is attached hereto as *Exhibit G*.

15 As a new business entity, formed on May 21, 2004, Comcast Phone-TN is unable to provide any audited financial statements in support of this Application. Comcast Phone-TN is a privately held business entity, and as such, Comcast Phone-TN does not issue annual reports or otherwise file its financial statements with the Securities and Exchange Commission. The three-year *projected* financial statements of Comcast Phone-TN, including balance sheet, income statement and statement of cash flows, are attached hereto as *Exhibit H*.

16. The financial statements and projections submitted by Comcast Phone-TN in support of this Application do not reflect any reciprocal compensation amounts for

terminating ISP-bound traffic. Please note, the financial information provided therein is confidential and propriety, and thus is submitted by Comcast Phone-TN *under seal*, for purposes only of the Authority's *in camera* review.

V. SURETY BOND

17 As required by Tenn Code Ann § 65-4-125, as amended, Comcast Phone-TN hereby submits, as *Exhibit I* to this Application, proof of its corporate surety bond or irrevocable letter of credit, in the amount of twenty thousand dollars (\$20,000 00), to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under that Title, or under the Consumer Telemarketing Protection Act of 1990, by or on behalf of the Authority

18 Comcast Phone-TN will not require customer deposits for the services that it provides within the State of Tennessee. In the event that Comcast Phone-TN, at a later date, collects such customer deposits, Comcast Phone-TN will obtain a surety bond in the amount of the customer deposits that it collects from its Tennessee customers.

VI. CUSTOMER SERVICE POLICIES

19 Comcast Phone-TN will provide its customers with a single point of contact for the resolution of all inquiries and complaints. Specifically, the Applicant's customer service personnel will be readily available to respond to customer calls regarding sales, technical support, billing, order status and service availability, and will be equipped with the expertise to immediately address the most common customer service issues. For immediate personal assistance, customers may contact the Applicant's customer service personnel, toll-free, at 1-800-COMCAST or 1-800-266-2278, during regular business hours. The customers of Comcast Phone-TN also may submit inquiries and complaints to Comcast Phone-TN, in writing, at the

following address: Comcast Customer Service, 943 North Expressway, # 15, PMB 19, Brownsville, Texas 78520.

20 Comcast Phone-TN has not yet appointed its customer service personnel responsible for the operations of Comcast Phone-TN within the State of Tennessee. For the present, all inquiries regarding the Applicant's Tennessee operations may be directed to the Applicant's designated initial contact set forth below:

David Sered, Director of Government and Regulatory Affairs
COMCAST PHONE II, INC
360 Interstate North Parkway,
Suite 600
Atlanta, Georgia 30339
(678) 460-1610 (telephone)
(678) 385-5101 (facsimile)

VII. SLAMMING POLICIES

21 Comcast Phone-TN initially will provide only exchange access services within the State of Tennessee, and currently does not intend to provide retail voice telecommunications services to Tennessee end users. In the event that Comcast Phone-TN, at a later date, provides retail voice telecommunications services within Tennessee, Comcast Phone-TN will comply with all applicable rules and orders of the Federal Communications Commission and the Authority for the prevention of slamming. Specifically, to avoid any occurrence of an unauthorized carrier change, Comcast Phone-TN will ensure that all requests to obtain telecommunications services provided by Comcast Phone-TN are properly verified by a Letter of Authorization or by a duly authorized third party.

VIII. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

22. As required by Tenn. Code Ann. § 65-5-212, the Small and Minority-Owned Telecommunications Business Participation Plan of Comcast Phone-TN is attached hereto as *Exhibit J*.

IX. TOLL DIALING PARITY PLAN

23. Comcast Phone-TN initially will provide only exchange access services within the State of Tennessee, and currently does not intend to provide retail voice telecommunications services to Tennessee end users. Therefore, a Toll Dialing Parity Plan has not been submitted with this Application. In the event that Comcast Phone-TN, at a later date, provides retail voice telecommunications services within Tennessee, Comcast Phone-TN will submit its Toll Dialing Parity Plan for the Authority's consideration not less than sixty (60) days prior to providing voice services within the State of Tennessee.

X. NUMBERING ISSUES

24. Comcast Phone-TN initially will provide only exchange access services within the State of Tennessee, and currently does not intend to provide retail voice telecommunications services to Tennessee end users. Therefore, Comcast Phone-TN will not request numbering resources to support its initial operations. In the event that Comcast Phone-TN, at a later date provides retail voice telecommunications services within Tennessee, Comcast Phone-TN will file with the Authority all required forecast information for such numbering resources.

XI. TENNESSEE-SPECIFIC OPERATIONAL ISSUES

25. Comcast Phone-TN initially will provide only exchange access services within the State of Tennessee, and currently does not intend to provide retail voice

telecommunications services to Tennessee end users. Therefore, Tenn. Code Ann. § 65-21-114 does not apply to the initial operations of Comcast Phone-TN within Tennessee. In the event that Comcast Phone-TN, at a later date, provides retail voice telecommunications services within Tennessee, Comcast Phone-TN will comply with Tenn. Code Ann. § 65-21-144.

26. Comcast Phone-TN is aware of the Tennessee County Wide Calling database maintained by BellSouth Telecommunications, however, Comcast Phone-TN will not require this service to support its initial operations within Tennessee.

27. Comcast Phone-TN is aware of the local calling areas provided by the Incumbent Local Exchange Carriers in its proposed service areas.

28. The telecommunications facilities to be operated by Comcast Phone-TN within the State of Tennessee will enable Comcast Phone-TN to properly identify long distance versus local calls, to accurately bill for such calls and to ensure that Comcast Phone-TN does not bill its customers long distance charges for calls within the metro calling areas.

29. Comcast Phone-TN has not yet appointed its personnel responsible for resolving complaints by its Tennessee customers. For the present, all inquiries regarding the Applicant's Tennessee operations may be directed to the Applicant's designated initial contact set forth above.

30. Comcast Phone-TN does not intend to telemarket its services within the State of Tennessee. In the event that Comcast Phone-TN, at a later date, telemarkets its services within the State of Tennessee, Comcast Phone-TN will comply with the statutes and regulations found in Tenn. Code Ann. § 65-4-401.

XII. SWORN, PRE-FILED TESTIMONY

31. The sworn testimony of John G. Sullivan, Vice President and Chief Counsel, Comcast Phone, on behalf of the Applicant, is attached hereto as *Exhibit K*.

XIII. INFORMATIONAL TARIFF

32. Prior to commencing its intrastate telecommunications operations, Comcast Phone-TN will file with the Authority its Informational Tariff for the services to be provided by Comcast Phone-TN within the State of Tennessee.

XIV. PUBLIC INTEREST ANALYSIS

33. The Authority's grant of the Certificate requested by this Application would serve the public interest because Comcast Phone-TN is technically, managerially and financially qualified to provide quality services to consumers within the State of Tennessee. Moreover, Applicant's provision of the services for which authority is requested by this Application would expand the service options currently available in Tennessee, and would increase competition in the markets for those services by expanding the diversity of service providers.

34. The participation of Comcast Phone-TN within the State of Tennessee would promote consumer choice by expanding the availability of innovative, high-quality, reliable and competitively-priced services. The Authority's grant to Comcast Phone-TN of the Certificate requested by this Application likely would compel other service providers within the State of Tennessee to improve their existing services, to increase the quality and efficiency of their operations, and to introduce innovative new services of their own. Moreover, the addition of Comcast Phone-TN to Tennessee would make it more probable that Tennessee consumers will ultimately receive the benefits of downward pressure on prices, improved customer

responsiveness and access to increasingly advanced technology

VIII. CONCLUSION

Comcast Phone of Tennessee, LLC, d/b/a Comcast Digital Phone, respectfully requests that the Tennessee Regulatory Authority grant it a Certificate to provide competing local and interexchange telecommunications services, including exchange access telecommunications services, within the State of Tennessee

Respectfully submitted,

By H. LaDon Baltimore

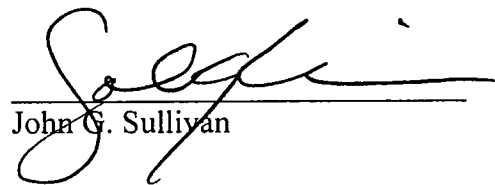
H LaDon Baltimore
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Nashville, Tennessee 37219
(615) 254-3060 (telephone)
(615) 254-9835 (facsimile)

Steven A. Augustino
Brett Heather Freedson
KELLEY DRYE & WARREN LLP
1200 Nineteenth Street, N W
Suite 500
Washington, D C 20036
(202) 955-9600 (telephone)
(202) 955-9792 (facsimile)

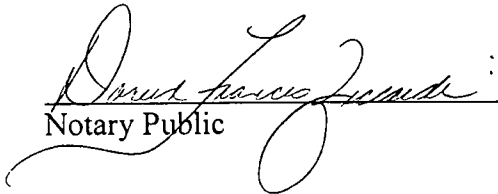
Dated December 7, 2004

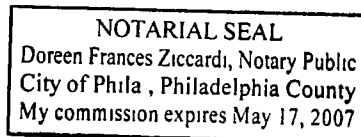
VERIFICATION

I, John G. Sullivan, being duly sworn, state that I am Vice President and Chief Counsel of Comcast Phone II, LLC, and that I am authorized to make this Verification on behalf of Comcast Phone II, LLC and its subsidiaries, including the Applicant. I have read the foregoing Application, and I know the contents thereof; and that the same are true and correct to the best of my knowledge, information and belief, unless otherwise specifically attributed.


John G. Sullivan

Subscribed and sworn to before me this 27th day of October 2004.


Notary Public



My Commission expires: May 17, 2007

TDS Telecom-Concord Telephone Exchange, Inc.
P 0 Box 22610
Knoxville, TN 37933

TIDS Telecom-Humphreys County Telephone Company
P. O. Box 552
203 Long Sheet
New Johnsonville, TN 37134

TDS Telecom-Tellico Telephone Company, Inc.
P 0 Box 9
102 Silence Street
Tellico Plains, TN 37385


TDS Telecom-Tenriesssee Telephone Company
P 0. Box 18139
Knoxville, TN 37928

TEC-Crockett Telephone Company, Inc.
P. 0 Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.
P. 0 Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc
P. O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company
P. O. Box 38
120 Taylor Street
Chapel Hill, TN 37034


H. LaDon Baltimore

Certificate of Service

The undersigned hereby certifies that on the 9th day of December, 2004, a true and correct copy of the foregoing was forwarded via U. S. Mail, first class postage prepaid, to the following incumbent local exchange telephone companies:

Ardmore Telephone Company, Inc.
P O Box 549
517 Ardmore Avenue
Ardmore, TN 38449

BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TIT 37201-3300

CenturyTel of Adamsville
P. O. Box 405
116 N. Oak Street
Adamsville, TN 38310

CenturyTel of Claiborne
P O. Box 100
507 Main Street
New Tazewell, TN 37825

CenturyTel of Ooltewah-Collegdale
P. O Box 782
Ooltewah, TN 37363

Citizens Communications Company of Tennessee
P. O Box 770
300 Bland Street
Bluefield, WV 24701

Citizens Communications Company of the Volunteer State
P. O. Box 770
300 Bland Street
Bluefield, WV 24701

Loretto Telephone Company, Inc.
P. O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
P. O. Box 429
4880 Navy Road
Millington , TN 38053

Sprint-United
112 Sixth Street
Bristol, TN 37620

EXHIBIT A

CERTIFICATE OF FORMATION

Delaware

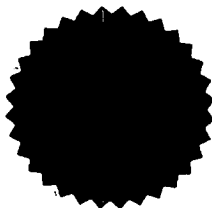
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "COMCAST PHONE OF TENNESSEE, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2004, AT 1:31 O'CLOCK P.M.

3806585 8100

040376555



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3127346

DATE: 05-21-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:31 PM 05/21/2004
FILED 01:31 PM 05/21/2004
SRV 040376555 - 3806585 FILE

CERTIFICATE OF FORMATION

OF

COMCAST PHONE OF TENNESSEE, LLC

This Certificate of Formation of Comcast Phone of Tennessee, LLC dated May 21, 2004 is being duly executed and filed by Sharon L. Dougherty, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. sec. 18-101, et seq.).

FIRST: The name of the limited liability company formed hereby is Comcast Phone of Tennessee, LLC.

SECOND: The name and address of the registered agent for service of process in the State of Delaware is: Comcast Capital Corporation, 1201 N. Market Street, Suite 1000, Wilmington, DE 19801, New Castle County.

THIRD: This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.



Sharon L. Dougherty, Authorized Person

EXHIBIT B

CERTIFICATE OF AUTHORITY



Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 06/01/04

REQUEST NUMBER: 5148-1334

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 05/28/04 1150

EFFECTIVE DATE/TIME: 05/28/04 1150

CONTROL NUMBER: 0470720

TO:
CSC USC
830 BEAR TAVERN ROAD
SUITE 305
W TRENTON, NJ 08628

RE:
COMCAST PHONE OF TENNESSEE, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 06/01/04

FROM:
CSC (830 BEAR TAVERN RD)
830 BEAR TAVERN RD
SUITE 305
WEST TRENTON, NJ 08628-0000


RECEIVED: FEES
\$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003523537
ACCOUNT NUMBER: 00058349

Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE



| | | | |
|---|--|--|--|
| <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">  <p>State of Tennessee Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p> </div> <div style="text-align: center;"> <p>APPLICATION FOR CERTIFICATE OF AUTHORITY (Limited Liability Company)</p> </div> </div> <div style="text-align: right; margin-top: -50px;"> <p>70011 23 1 11:50</p> </div> | <p style="text-align: center; font-size: small;">For Office Use Only</p> | | |
| <div style="border: 2px solid black; display: inline-block; padding: 5px; font-weight: bold; font-size: 1.2em;">FILED</div> | | | |
| <p>To the Secretary of State of the State of Tennessee:</p> <p>Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth</p> | | | |
| <p>1 The name of the Limited Liability Company is: <u>Comcast Phone of Tennessee, LLC</u></p> <p>If different, the name under which the certificate of authority is to be obtained is _____</p> | | | |
| <p>NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).</p> | | | |
| <p>2. The state or country under whose law it is formed is <u>Delaware</u></p> | | | |
| <p>3. The date of its organization is: <u>05/21/2004</u> (must be month, day and year)</p> | | | |
| <p>4 The complete street address (including zip code) of its principal office is</p> <p><u>1500 Market Street Philadelphia, PA 19102</u></p> <p style="font-size: small; margin-top: -10px;"> Street City/State Zip Code </p> | | | |
| <p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee.</p> <p><u>530 Gray Street Knoxville, TN Knox 37902</u></p> <p style="font-size: small; margin-top: -10px;"> Street City/State County Zip Code </p> <p>The name of its registered agent at that office is: <u>C T Corporation System</u></p> | | | |
| <p>6. The number of members at the date of filing <u>1</u></p> | | | |
| <p>7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) upon <u>filing</u></p> | | | |
| <p>NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.</p> | | | |
| <table style="width: 100%; border: none;"> <tr> <td style="width: 45%; vertical-align: top;"> <p><u>5/26/04</u></p> <p>Signature Date</p> <p style="text-align: center; margin-top: 20px;">Vice President</p> <p>Signer's Capacity</p> </td> <td style="width: 55%; vertical-align: top;"> <p><u>Comcast Phone of Tennessee, LLC</u></p> <p>Name of Limited Liability Company</p> <p style="text-align: center; margin-top: 20px;"><u>W. E. Dordel</u></p> <p>Signature</p> <p><u>William E. Dordelman</u></p> <p>Name (typed or printed)</p> </td> </tr> </table> | | <p><u>5/26/04</u></p> <p>Signature Date</p> <p style="text-align: center; margin-top: 20px;">Vice President</p> <p>Signer's Capacity</p> | <p><u>Comcast Phone of Tennessee, LLC</u></p> <p>Name of Limited Liability Company</p> <p style="text-align: center; margin-top: 20px;"><u>W. E. Dordel</u></p> <p>Signature</p> <p><u>William E. Dordelman</u></p> <p>Name (typed or printed)</p> |
| <p><u>5/26/04</u></p> <p>Signature Date</p> <p style="text-align: center; margin-top: 20px;">Vice President</p> <p>Signer's Capacity</p> | <p><u>Comcast Phone of Tennessee, LLC</u></p> <p>Name of Limited Liability Company</p> <p style="text-align: center; margin-top: 20px;"><u>W. E. Dordel</u></p> <p>Signature</p> <p><u>William E. Dordelman</u></p> <p>Name (typed or printed)</p> | | |
| <p>SS-4233 (Rev 10/03) Filing Fee \$50 per member / minimum fee=\$300, maximum fee=\$3 000 RDA 2458</p> | | | |



Delaware

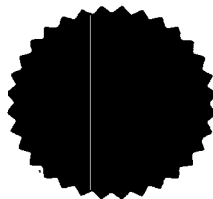
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMCAST PHONE OF TENNESSEE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMCAST PHONE OF TENNESSEE, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3806585 8300

040391917

AUTHENTICATION: 3136161

DATE: 05-26-04

EXHIBIT C

ORGANIZATIONAL CHART

COMCAST PHONE OF TENNESSEE, LLC AND AFFILIATES

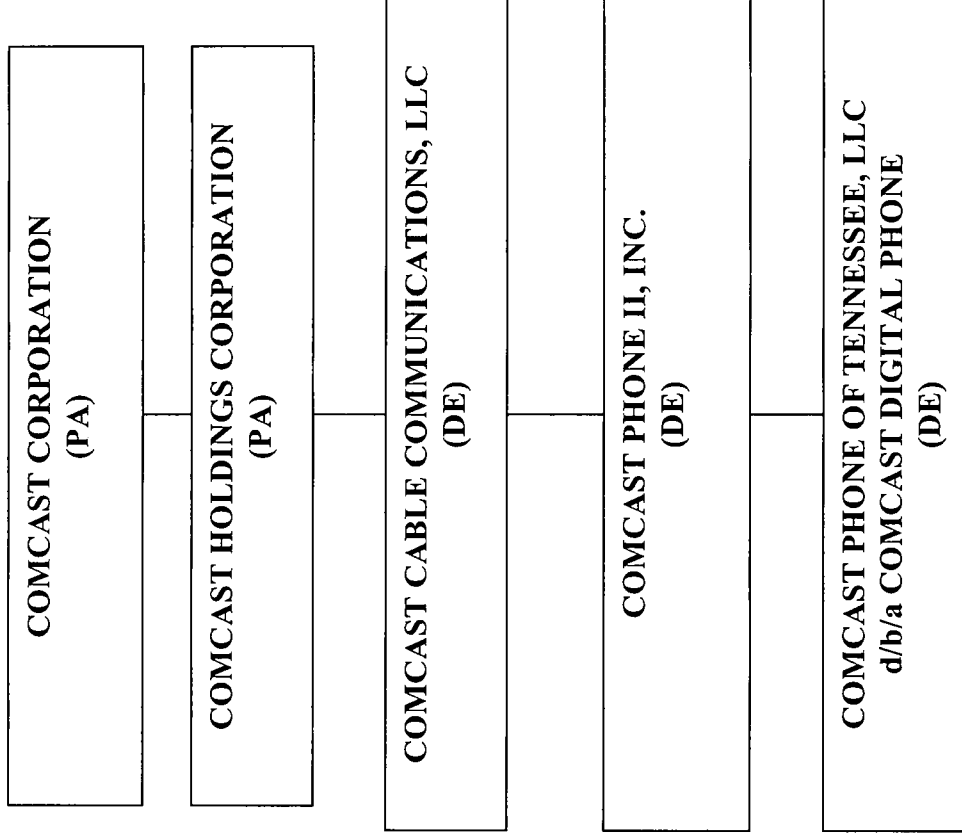


EXHIBIT D

LIST OF OFFICERS OF THE APPLICANT

COMCAST PHONE OF TENNESSEE, LLC
1500 Market Street
Philadelphia, Pennsylvania 19102-2148

LIST OF OFFICERS

Brian L Roberts
Chairman

Stephen B. Burke
President

John R Alchin
Co-Chief Financial Officer, Executive Vice President & Treasurer

Lawrence S. Smith
Co-Chief Financial Officer & Executive Vice President

Gerard J. Lewis, Jr
Vice President, Chief Privacy Officer & Deputy General Counsel

David M Fellows
Executive Vice President & Chief Technology Officer

David L Cohen
Executive Vice President & Assistant Secretary

Michael S. Tallent
Executive Vice President - Administration and Finance

Steve Silva
Executive Vice President - New Business Development

David N Watson
Executive Vice President - Operations

Arthur R Block
Senior Vice President, Assistant Treasurer & Secretary

D Douglas Gaston
Senior Vice President, General Counsel & Assistant Secretary

Ernest A Pighini
Senior Vice President & Controller

Lawrence J Salva
Senior Vice President

Robert S. Pick
Senior Vice President - Corporate Development

Catherine Avgiris
Senior Vice President - Finance and Administration Telephony

Sheila R. Willard
Senior Vice President - Government Affairs

Thomas R. Nathan
Senior Vice President - Legal and Regulatory Affairs, Deputy General Counsel &
Assistant Secretary

Rian J. Wren
Senior Vice President - Operations Telephony

Mark A. Coblitz
Senior Vice President - Strategic Planning

Charlotte Field
Senior Vice President - Technical Network Operations

Andrew Topping
Vice President & Deputy General Counsel

John G. Sullivan
Vice President, Chief Counsel & Assistant Secretary

Michael J. Ross
Vice President - Advanced Services Telephony

Gary Rostick
Vice President - Business Operations Telephony

Kenneth Mikalauskas
Vice President - Finance & Assistant Treasurer

William E. Dordelman
Vice President - Finance

William E. Dordelman
Assistant Treasurer

Joseph F. DiTrolio
Vice President - Financial Operations

Bret Perkins
Vice President - Government Affairs

Suzanne McFadden
Vice President - Marketing

Thomas B White
Vice President - Marketing Telephony

Thomas F. Nagel
Vice President - New Business Development Telephony

Gerald C O'Brien
Vice President - Real Estate

Douglas G. Potts
Vice President - Service Assurance

William Solis
Vice President - Service Delivery Telephony

Karen L. Gaines
Vice President - Shared Services Customer Care

C. Stephen Backstrom
Vice President - Taxation

David J. Kowolenko
Vice President - Telephony

Surendra Saboo
Vice President - Telephony Product and Operations

Sam Chernak
Vice President - Voice Over IP Operations

Ray Dombroski
Vice President - VOIP Development

Douglas Scott Allison
Division Vice President - Advanced Services Telephony

T M Davidson
Division Vice President - Telephony

Timothy P. Collins

Division Vice President - High Speed Data and Business Services

Paul Gibson

Regional Vice President - Telephony & HIS

David Diers

Regional Vice President - Telephony Operations

Linda Alperin

Regional Vice President - Telephony Operations

EXHIBIT E

MANAGEMENT BIOGRAPHIES

COMCAST PHONE OF TENNESSEE, LLC
1500 Market Street
Philadelphia, Pennsylvania 19102-2148

MANAGEMENT BIOGRAPHIES

Rian J. Wren

Senior Vice President, Operations Telephony

Rian J. Wren serves as Senior Vice President and General Manager of Telephony for Comcast. A telecommunications industry veteran, Wren previously served as President of Comcast Business Communications, with responsibility for management and leadership of the company, which provides network solutions, including Internet and data network services and telecommunications services, to businesses. Wren joined Comcast in October 1999 during the development phase of Comcast Business Communications (CBC), leading the company into the field of business communications. He was named CEO of Broadnet, Comcast's international wireless telecommunications company headquartered in Brussels, Belgium, in July 2000. He returned to CBC in January 2002. Prior to joining Comcast, Wren worked for more than 20 years at AT&T in the areas of Business and Consumer Communications Services, Network Services and Network Systems Manufacturing. Wren holds a degree in Electrical Engineering from the New Jersey Institute of Technology and an MBA from Stanford University.

Catherine Avgiris

*Senior Vice President, Finance and Administration
Operations Telephony*

Catherine Avgiris serves as Senior Vice President, Finance and Administration for the Telephony. She is responsible for the financial and operational oversight of telephony operations in eighteen markets across the Comcast footprint. Since accepting this position in September 2002, Avgiris has been instrumental in improving the financial stability of the telephony business as well as implementing cost control and operating efficiency measures to significantly improve the operations as a whole. Prior to 2002, Avgiris had been a driving force in the company's growth and management of online communications. She oversaw the financial and operational affairs for the High-Speed Data business unit and was responsible for management of over forty online markets across the Comcast footprint. A 12-year veteran of the communications industry, Avgiris has served in various leadership roles. Prior to joining the High-Speed Data business unit, she served for two years in a field operations role as Regional Vice President of the West Region, and also as Vice President of Finance of the East/West Division. Avgiris also serves in leadership roles in Women in Cable and Telecommunications and the Cable Telecommunications Association of Marketing. A graduate of the Bernard M. Baruch College, City University of New York, she holds a BA degree in Accounting and is a Certified Public Accountant in New York and Pennsylvania.

Charlotte Field

Senior Vice President, Technical Network Operations

Charlotte Field serves as the Senior Vice President of Network and Technology for Telephony. In this position, Field is responsible for the management of company-wide phone operations. In addition, she is also responsible for developing and implementing systems that support phone. Before AT&T Broadband's merger with Comcast in November 2002, Field served as Senior Vice President of Technical and Network Operations Organization for AT&T Broadband. Her responsibilities included managing the AT&T Broadband Network Operations Center, the National Service Activation Center for Telephony Provisioning, and third-party vendors including ABS and LNS, as well as supporting market technical operations. Prior to her AT&T Broadband appointment, Field held technical and managerial assignments in AT&T Bell Laboratories, AT&T Long Lines and AT&T Communications. Her assignments included positions in engineering, operations, and systems development. In 1977, Field graduated from Michigan Technological University with a degree in Electrical Engineering. Field went on to receive her Master's of Business Administration degree from Fairleigh Dickinson University and completed a one-year intensive study program at AT&T Bell Laboratories, with a focus on electrical and computer science/engineering. She is also a graduate of both the INSEAD Executive Management Program and Harvard's Advanced Management Program. Field is a member of the University of Colorado Engineering Advisory Council, University of Colorado ATLAS Board, Michigan Technological University Presidential Council of Alumnae and the Michigan Technological University Engineering Board. She is also a member of Women in Cable and Telecommunications.

Tom White

Vice President, Marketing Telephony

With 15 years of experience in the telecommunications industry, Tom White is the Vice President of Marketing for Telephony. White joined Comcast after spending more than four years at Cox Communications, growing their phone business to more than 600,000 customers in nine markets. Prior to joining the cable telecommunications industry, White spent eight years with AT&T in a variety of management positions including commercial sales, consumer marketing, and product management. A graduate of Notre Dame with a Bachelor of Science in Mathematics and Economics, he also received an MBA in Marketing from Rutgers University. White is an active member of the American Marketing Association and the Cable Telecommunications Association of Marketing. In addition, he speaks and participates frequently in industry forums on voice services.

EXHIBIT F

FORM 10-Q OF
COMCAST CORPORATION

Use these links to rapidly review the document
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D C 20549

FORM 10-Q

(Mark One)



Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period Ended:

SEPTEMBER 30, 2004

OR



Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Transition Period from _____ to _____.

Commission File Number 001-15471

COMCAST HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of
incorporation or organization)

23-1709202

(I R S Employer
Identification No)

1500 Market Street, Philadelphia, PA 19102-2148

(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code (215) 665-1700

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such requirements for the past 90 days

Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12-b2 of the Exchange Act) Yes ☐ No ☒

As of September 30, 2004, there were 21,591,115 shares of Class A Common Stock, 916,198,519 shares of Class A Special Common Stock and 9,444,375 shares of Class B Common Stock outstanding

The Registrant meets the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and is therefore filing this Form with the reduced disclosure format

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004

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This Quarterly Report on Form 10-Q is for the three and nine months ended September 30, 2004. This Quarterly Report modifies and supersedes documents filed prior to this Quarterly Report. Information that we file with the SEC in the future will automatically update and supersede information contained in this Quarterly Report. In this Quarterly Report, "Comcast Holdings," "we," "us" and "our" refer to Comcast Holdings Corporation and its subsidiaries, and "Comcast" refers to Comcast Corporation.

You should carefully review the information contained in this Quarterly Report, and should particularly consider any risk factors that we set forth in this Quarterly Report and in other reports or documents that we file from time to time with the SEC. In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements are only our predictions. In evaluating those statements, you should specifically consider various factors, including the risks and uncertainties outlined below and in other reports we file with the SEC. Actual events or our actual results may differ materially from any of our forward-looking statements.

Among other things, our businesses may be affected by

- changes in laws and regulations,
- changes in the competitive environment,
- changes in technology,
- industry consolidation and mergers,
- franchise related matters,
- market conditions that may adversely affect the availability of debt and equity financing for working capital, capital expenditures or other purposes,
- demand for the programming content we distribute or the willingness of other video program distributors to carry our content, and
- general economic conditions

As more fully described elsewhere in this Quarterly Report and in our Annual Report on Form 10-K for the year ended December 31, 2003, on September 17, 2003, we sold our approximate 57% interest in QVC, Inc., which markets a wide variety of products directly to consumers primarily on merchandise-focused television programs, to Liberty Media Corporation. Accordingly, financial information related to QVC is presented as a discontinued operation in our financial statements.

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004

PART I FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED BALANCE SHEET
(Unaudited)

| | September 30, 2004 | December 31, 2003 |
|--|-----------------------|----------------------|
| (Dollars in millions, except share data) | | |
| ASSETS: | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 685 | \$ 1,509 |
| Investments | 81 | 139 |
| Accounts receivable, less allowance for doubtful accounts of \$66 and \$74 | 470 | 453 |
| Other current assets | 209 | 179 |
| Total current assets | 1,445 | 2,280 |
| NOTES RECEIVABLE FROM AFFILIATES | 4,851 | 3,310 |
| DUE FROM AFFILIATES, net | 1,970 | 1,943 |
| INVESTMENTS | 2,165 | 3,363 |
| PROPERTY AND EQUIPMENT , net of accumulated depreciation of \$5,201 and \$4,456 | 6,485 | 6,571 |
| FRANCHISE RIGHTS | 16,617 | 16,620 |
| GOODWILL | 5,750 | 5,663 |
| OTHER INTANGIBLE ASSETS , net of accumulated amortization of \$1,196 and \$1,022 | 1,881 | 1,350 |
| OTHER NONCURRENT ASSETS , net | 273 | 302 |
| | \$ 41,437 | \$ 40,402 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 376 | \$ 303 |
| Accrued expenses and other current liabilities | 1,992 | 2,014 |
| Deferred income taxes | 5 | 26 |
| Current portion of long-term debt | 27 | 373 |
| Total current liabilities | 2,400 | 2,716 |
| LONG-TERM DEBT , less current portion | 7,487 | 7,828 |
| NOTES PAYABLE TO AFFILIATES | 648 | 614 |
| DEFERRED INCOME TAXES | 8,321 | 8,288 |
| OTHER NONCURRENT LIABILITIES | 2,637 | 2,289 |
| MINORITY INTEREST | 384 | 316 |
| COMMITMENTS AND CONTINGENCIES (NOTE 8) | | |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock—authorized, 20,000,000 shares, issued, zero | | |
| Class A common stock, \$1.00 par value—authorized, 200,000,000 shares, issued, 21,591,115 | 22 | 22 |
| Class A special common stock, \$1.00 par value—authorized, 2,500,000,000 shares, issued, 916,198,519 | 916 | 916 |
| Class B common stock, \$1.00 par value—authorized, 50,000,000 shares, issued, 9,444,375 | 9 | 9 |
| Additional capital | 12,359 | 12,353 |
| Retained earnings | 6,268 | 5,623 |
| Accumulated other comprehensive loss | (14) | (19) |
| Total stockholders' equity | 19,560 | 18,904 |
| | \$ 41,437 | \$ 40,402 |

See notes to condensed consolidated financial statements

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|----------|------------------------------------|----------|
| | 2004 | 2003 | 2004 | 2003 |
| (Dollars in millions) | | | | |
| REVENUES | \$ 2,148 | \$ 1,882 | \$ 6,385 | \$ 5,703 |
| COSTS AND EXPENSES | | | | |
| Operating (excluding depreciation) | 767 | 661 | 2,267 | 2,054 |
| Selling, general and administrative | 604 | 491 | 1,705 | 1,469 |
| Depreciation | 333 | 330 | 967 | 965 |
| Amortization | 55 | 49 | 146 | 136 |
| | 1,759 | 1,531 | 5,085 | 4,624 |
| OPERATING INCOME | 389 | 351 | 1,300 | 1,079 |
| OTHER INCOME (EXPENSE) | | | | |
| Interest expense | (147) | (161) | (452) | (500) |
| Interest income (expense) on affiliate notes, net | 54 | (10) | 136 | 2 |
| Investment income (loss), net | 96 | (166) | 190 | (198) |
| Equity in net losses of affiliates | (14) | (15) | (33) | (45) |
| Other income (expense) | 82 | (1) | 86 | 1 |
| | 71 | (353) | (73) | (740) |
| INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND MINORITY INTEREST | 460 | (2) | 1,227 | 339 |
| INCOME TAX (EXPENSE) BENEFIT | (219) | 84 | (555) | (48) |
| INCOME FROM CONTINUING OPERATIONS BEFORE MINORITY INTEREST | 241 | 82 | 672 | 291 |
| MINORITY INTEREST | (2) | (14) | (21) | (33) |
| INCOME FROM CONTINUING OPERATIONS | 239 | 68 | 651 | 258 |
| INCOME FROM DISCONTINUED OPERATIONS, net of tax | | 39 | | 168 |
| GAIN ON DISCONTINUED OPERATIONS, net of tax | | 3,290 | | 3,290 |
| NET INCOME | \$ 239 | \$ 3,397 | \$ 651 | \$ 3,716 |

See notes to condensed consolidated financial statements

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

Nine Months Ended September 30,

2004 2003

(Dollars in millions)

OPERATING ACTIVITIES

| | | |
|-------------------------------------|--------|----------|
| Net income | \$ 651 | \$ 3,716 |
| Income from discontinued operations | | (168) |
| Gain on discontinued operations | | (3,290) |
| Income from continuing operations | 651 | 258 |

Adjustments to reconcile net income from continuing operations to net cash provided by operating activities from continuing operations

| | | |
|--|-------|-------|
| Depreciation | 967 | 965 |
| Amortization | 146 | 136 |
| Non-cash interest expense, net | 33 | 22 |
| Non-cash interest (income) expense on affiliate notes, net | (136) | (2) |
| Equity in net losses of affiliates | 33 | 45 |
| Losses (gains) on investments and other (income) expense, net | (217) | 213 |
| Non-cash contribution expense | 23 | |
| Minority interest | 21 | 33 |
| Deferred income taxes | 423 | 128 |
| Proceeds from sales or exchanges of trading securities | 553 | 85 |
| Changes in operating assets and liabilities, net of effects of acquisitions and divestitures | | |
| Change in accounts receivable, net | (4) | 32 |
| Change in accounts payable | 70 | (176) |
| Change in other operating assets and liabilities | 7 | 327 |

| | | |
|--|-------|-------|
| Net cash provided by operating activities from continuing operations | 2,570 | 2,066 |
|--|-------|-------|

FINANCING ACTIVITIES

| | | |
|------------------------------------|---------|---------|
| Proceeds from borrowings | 4 | 1,260 |
| Retirements and repayments of debt | (573) | (2,293) |
| Net transactions with affiliates | (1,659) | (1,598) |
| Other | 2 | |

| | | |
|--|---------|---------|
| Net cash used in financing activities from continuing operations | (2,226) | (2,631) |
|--|---------|---------|

INVESTING ACTIVITIES

| | | |
|--|-------|---------|
| Acquisitions, net of cash acquired | (296) | (22) |
| Proceeds from sales (purchases) of short-term investments, net | (6) | 4 |
| Proceeds from sales of investments and assets held for sale | 197 | 4,563 |
| Purchases of investments | (62) | (68) |
| Capital expenditures | (928) | (1,038) |
| Additions to intangible and other noncurrent assets | (73) | (61) |

| | | |
|--|---------|-------|
| Net cash (used in) provided by investing activities from continuing operations | (1,168) | 3,378 |
|--|---------|-------|

(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS

| | | |
|--|-------|-------|
| | (824) | 2,813 |
| CASH AND CASH EQUIVALENTS, beginning of period | 1,509 | 400 |

| | | |
|--|--------|----------|
| CASH AND CASH EQUIVALENTS, end of period | \$ 685 | \$ 3,213 |
|--|--------|----------|

See notes to condensed consolidated financial statements

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Basis of Presentation

We have prepared these unaudited condensed consolidated financial statements based upon Securities and Exchange Commission ("SEC") rules that permit reduced disclosure for interim periods. We are an indirect wholly owned subsidiary of Comcast Corporation ("Comcast"). Our presentation differs from the consolidated financial statements of Comcast by excluding both Comcast's corporate operations and certain cable operations primarily those acquired from AT&T in November 2002 (the "Broadband acquisition"). Subsequent to the Broadband acquisition, all of our and Comcast's cable operations are operated as a single integrated cable business unit. Our condensed consolidated financial statements reflect the assets, liabilities, revenues and expenses directly attributable to us, as well as allocations deemed reasonable by management, to present our financial position, results of operations and cash flows on a stand-alone basis. These allocations are further described in Note 10. All significant intercompany accounts and transactions within our financial statements have been eliminated.

These financial statements include all adjustments that are necessary for a fair presentation of our financial condition and results of operations for the interim periods shown, including normal recurring accruals and other items. The results of operations for the interim periods presented are not necessarily indicative of results for the full year.

Effective in the first quarter of 2004, we changed the unit of accounting used for testing impairment of our indefinite-lived franchise rights to geographic regions and performed impairment testing of our cable franchise rights. We did not record any impairment charges in connection with this impairment testing.

For a more complete discussion of our accounting policies and certain other information, refer to our annual financial statements for the preceding fiscal year as filed with the SEC.

On September 17, 2003, we completed the sale of our approximate 57% interest in QVC, Inc. Accordingly, QVC has been presented as a discontinued operation pursuant to Statement of Financial Accounting Standards ("SFAS") No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets."

The results of operations of QVC included within income from discontinued operations, net of tax, are as follows (in millions):

| | Three Months Ended September 30, 2003 | Nine Months Ended September 30, 2003 |
|--|--|---|
| Revenues | \$ 752 | \$ 2,915 |
| Income before income taxes and minority interest | \$ 123 | \$ 496 |
| Income tax expense | \$ 47 | \$ 184 |

Both periods presented above include QVC's operations through August 31, 2003, as reported to us by QVC.

Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to those classifications used in 2004.

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

2. RECENT ACCOUNTING PRONOUNCEMENTS

FIN 46/FIN 46R

In January 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 46, "Consolidation of Variable Interest Entities" ("FIN 46"). We adopted the provisions of FIN 46 effective January 1, 2002. Since our initial application of FIN 46, the FASB addressed various implementation issues regarding the application of FIN 46 to entities outside its originally interpreted scope, focusing on Special Purpose Entities, or SPEs. In December 2003, the FASB revised FIN 46 ("FIN 46R"), which delayed the required implementation date until March 31, 2004 for entities that are not SPEs. The adoption of FIN 46R did not have a material impact on our financial condition or results of operations.

EITF 03-16

In March 2004, the Emerging Issues Task Force ("EITF") reached a consensus regarding Issue No. 03-16, "Accounting for Investments in Limited Liability Companies" ("EITF 03-16"). EITF 03-16 requires investments in limited liability companies ("LLCs") that have separate ownership accounts for each investor to be accounted for similar to a limited partnership investment under Statement of Position No. 78-9, "Accounting for Investments in Real Estate Ventures." Investors are required to apply the equity method of accounting to their investments at a much lower ownership threshold than the 20% threshold applied under Accounting Principles Board ("APB") No. 18, "The Equity Method of Accounting for Investments in Common Stock." EITF 03-16 is effective for the first period beginning after June 15, 2004. We adopted EITF 03-16 on July 1, 2004. The adoption of EITF 03-16 did not have a material impact on our financial condition or results of operations.

3. ACQUISITIONS AND OTHER SIGNIFICANT EVENTS

TechTV

On May 10, 2004, we completed the purchase of TechTV Inc. ("TechTV") by acquiring all outstanding common and preferred stock of TechTV from Vulcan Programming Inc. for approximately \$300 million in cash, funded with borrowings under a note payable to affiliate. Substantially all of the purchase price has been recorded as an intangible asset pending the completion of a formal valuation. The results of TechTV are not material for pro forma presentation. On May 28, 2004, G4, our wholly-owned subsidiary, and TechTV began operating as one network called G4techTV, which is available to approximately 44 million cable and satellite homes nationwide. We have classified G4techTV as part of our content business segment (see Note 9).

Liberty Exchange Agreement

On July 28, 2004, we exchanged approximately 120 million shares of Liberty Media Corporation ("Liberty") Series A common stock that we held (see Note 4), valued at approximately \$1.022 billion based upon the price of Liberty common stock on the closing date of the transaction, with Liberty for 100% of the stock of Liberty's subsidiary, Encore ICCP Inc. ("Encore"). Encore's assets consisted of cash of approximately \$547 million, a 10.4% interest in E! Entertainment Television, Inc. ("E!") and 100% of the International Cable Channels Partnership, Ltd. ("International Channel Networks"). We also received all of Liberty's rights, benefits and obligations under the TCI Music contribution agreement (an agreement between another Comcast cable subsidiary and Liberty), which resulted in the resolution of all pending litigation between Liberty and Comcast regarding the contribution agreement. The Liberty exchange increased our portfolio of programming investments because we now own 60.5% of E! and 100% of International Channel Networks. The exchange was structured as a tax-free transaction. We allocated the value of the shares exchanged in the transaction between cash, our additional investment in E!, International

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Channel Networks and the resolution of the Comcast litigation related to the contribution agreement. The values of certain assets and liabilities are based on preliminary valuations and are subject to adjustment as the valuation reports and any additional information are obtained. The effects of our acquisition of the additional interest in E! and the acquisition of International Channel Networks have been reflected in our consolidated statement of operations from the date of the transaction. The results of International Channel Networks and the impact of our additional interest in E! are not material for pro forma presentation.

4 INVESTMENTS

| | September 30, 2004 | December 31, 2003 |
|-----------------------------|-----------------------|----------------------|
| | (in millions) | |
| Fair value method: | | |
| Liberty Media Corporation | \$ 872 | \$ 2,644 |
| Liberty Media International | 366 | |
| Sprint | 574 | 349 |
| Other | 43 | 41 |
| | 1,855 | 3,034 |
| Equity method | 260 | 331 |
| Cost method | 131 | 137 |
| Total investments | 2,246 | 3,502 |
| Less, current investments | 81 | 139 |
| Noncurrent investments | \$ 2,165 | \$ 3,363 |

Fair Value Method

We hold unrestricted equity investments which we account for as available for sale or trading securities, in certain publicly traded companies. The net unrealized pre-tax gains on investments accounted for as available for sale securities as of September 30, 2004, and December 31, 2003, of \$10 million and \$42 million, respectively, have been reported in our consolidated balance sheet principally as a component of accumulated other comprehensive loss, net of related deferred income taxes of \$4 million and \$15 million, respectively.

On June 7, 2004, we received approximately 11 million shares of Liberty Media International, Inc. ("Liberty International") Series A common stock in connection with the spin-off by Liberty of Liberty International. In the spin-off, each share of Liberty Series A and Series B common stock received 0.05 shares of the new Liberty International Series A common stock. We have classified all of the shares of Liberty International Series A common stock that we received as trading securities recorded at fair value within noncurrent investments. Approximately 5 million of these shares collateralize a portion of the ten-year prepaid forward sale of Liberty common stock that we entered into in December 2003.

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The cost, fair value and unrealized gains and losses related to our available for sale securities are as follows (in millions)

| | September 30, 2004 | December 31, 2003 |
|-------------------|-----------------------|----------------------|
| Cost | \$ 20 | \$ 44 |
| Unrealized gains | 10 | 43 |
| Unrealized losses | (1) | (1) |
| Fair value | \$ 30 | \$ 86 |

Investment Income (Loss), Net

Investment income (loss), net for the interim periods includes the following (in millions)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|----------|------------------------------------|----------|
| | 2004 | 2003 | 2004 | 2003 |
| Interest, dividend and other investment income (expense) | \$ (4) | \$ (12) | \$ (12) | \$ 13 |
| Gains on sales and exchanges of investments, net | 35 | 34 | 34 | 23 |
| Investment impairment losses | (7) | (10) | (10) | (69) |
| Mark to market adjustments on trading securities | (59) | (166) | (113) | (98) |
| Mark to market adjustments on derivatives related to trading securities | 139 | (1) | 297 | (66) |
| Mark to market adjustments on derivatives and hedged items | (8) | (4) | (6) | (1) |
| Investment income, (loss), net | \$ 96 | \$ (166) | \$ 190 | \$ (198) |

Other Income

On September 30, 2004, we sold our 20% interest in DHC Ventures, LLC (Discovery Health Channel) to Discovery Communications Inc. for approximately \$149 million in cash and recognized a gain on the sale of approximately \$94 million to other income

5. LONG-TERM DEBT

The Cross-Guarantee Structure

To simplify Comcast's capital structure, Comcast and certain of its cable holding company subsidiaries, including our wholly owned subsidiary Comcast Cable Communications, LLC ("Comcast Cable"), have unconditionally guaranteed each other's debt securities and indebtedness for borrowed money. As of September 30, 2004, \$20.588 billion of Comcast's debt securities were entitled to the benefits of the cross-guarantee structure, including \$6.350 billion of Comcast Cable's debt securities.

Comcast Holdings Corporation is not a guarantor, and none of its debt is guaranteed. As of September 30, 2004, \$905 million of debt was outstanding at Comcast Holdings Corporation.

Repayments of Senior Notes

On March 31, 2004, we repaid all \$250 million principal amount of our 8.875% senior notes due 2007. On May 1, 2004, we repaid all \$300 million principal amount of our 8.125% senior notes due 2004. These repayments were both financed with available cash.

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ZONES

At maturity, holders of our 2.0% Exchangeable Subordinated Debentures due 2029 (the "ZONES") are entitled to receive in cash an amount equal to the higher of the principal amount of the ZONES of \$1.807 billion or the market value of Sprint common stock. Prior to maturity, each ZONES is exchangeable at the holders' option for an amount of cash equal to 95% of the market value of Sprint common stock.

We separated the accounting for the ZONES into derivative and debt components. We record the change in the fair value of the derivative component of the ZONES and the change in the carrying value of the debt component of the ZONES as follows (in millions):

| | ZONES | |
|---|--|-------------|
| | Nine Months Ended September 30, | |
| | 2004 | 2003 |
| Balance at Beginning of Period | | |
| Debt component | \$ 515 | \$ 491 |
| Derivative component | 268 | 208 |
| Total | 783 | 699 |
| Change in debt component to interest expense | 19 | 18 |
| Change in derivative component to investment income (loss), net | (139) | 64 |
| Balance at End of Period | | |
| Debt component | 534 | 509 |
| Derivative component | 129 | 272 |
| Total | \$ 663 | \$ 781 |

Interest Rates

Excluding the derivative component of the ZONES whose changes in fair value are recorded to investment income (loss), net, our effective weighted average interest rate was 7.48% and 7.56% as of September 30, 2004 and December 31, 2003, respectively.

Derivatives

We use derivative financial instruments to manage our exposure to fluctuations in interest rates and securities prices. We have issued indexed debt instruments and prepaid forward sale agreements whose value, in part, is derived from the market value of certain publicly traded common stock.

Lines and Letters of Credit

As of September 30, 2004, we and certain of our subsidiaries had unused lines of credit of \$287 million under our respective credit facilities.

As of September 30, 2004, we and certain of our subsidiaries had unused irrevocable standby letters of credit totaling \$13 million to cover potential fundings under various agreements.

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6 STOCKHOLDERS' EQUITY

Stock-Based Compensation

We account for stock-based compensation in accordance with APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations, as permitted by SFAS No. 123, "Accounting for Stock-Based Compensation," ("SFAS No. 123") as amended. Compensation expense for stock options is measured as the excess, if any, of the quoted market price of the stock at the date of the grant over the amount an employee must pay to acquire the stock. We record compensation expense for restricted stock awards based on the quoted market price of the stock at the date of the grant and the vesting period. We record compensation expense for stock appreciation rights based on the changes in quoted market prices of the stock or other determinants of fair value.

The following table illustrates the effect that applying the fair value recognition provisions of SFAS No. 123 to stock-based compensation would have had on net income. Upon further analysis during 2003, it was determined that the expected option lives for options granted in prior years should have been seven years rather than the eight years used previously. The amounts in the table reflect this revision for all periods presented. Total stock-based compensation expense was determined under the fair value based method for all awards using the accelerated recognition method as permitted under SFAS No. 123 (in millions).

| | | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|------------------------|--|-------------------------------------|---------|------------------------------------|---------|
| | | 2004 | 2003 | 2004 | 2003 |
| Net income as reported | | \$ 239 | \$ 3397 | \$ 651 | \$ 3716 |
| Add | Total stock-based compensation expense included in net income as reported above | 2 | 2 | 10 | 4 |
| Deduct | Total stock-based compensation expense determined under fair value based method for all awards relating to continuing operations, net of related tax effects | (20) | (23) | (59) | (64) |
| Deduct | Total stock-based compensation expense determined under fair value based method for all awards relating to discontinued operations, net of related tax effects | | (5) | | (12) |
| Pro forma net income | | \$ 221 | \$ 3371 | \$ 602 | \$ 3644 |

The pro forma effect on net income for the interim periods by applying SFAS No. 123 may not be indicative of the effect on net income or loss in future years because additional awards in future years are anticipated.

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Comprehensive Income

Our total comprehensive income for the interim periods was as follows (in millions)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------|------------------------------------|----------|
| | 2004 | 2003 | 2004 | 2003 |
| Net income | \$ 239 | \$ 3,397 | \$ 651 | \$ 3,716 |
| Unrealized losses on marketable securities | (1) | (19) | (2) | (44) |
| Reclassification adjustments for losses (gains) included in net income | (8) | (14) | 7 | 7 |
| Unrealized losses on the effective portion of cash flow hedges | | 1 | | 1 |
| Foreign currency translation gains | | 3 | | 5 |
| Comprehensive income | \$ 230 | \$ 3,368 | \$ 656 | \$ 3,685 |

7 STATEMENT OF CASH FLOWS—SUPPLEMENTAL INFORMATION

We made cash payments for interest and income taxes during the interim periods as follows (in millions)

| | Three Months Ended September 30 | | Nine Months Ended September 30, | |
|--------------|------------------------------------|-------|------------------------------------|--------|
| | 2004 | 2003 | 2004 | 2003 |
| Interest | \$ 86 | \$ 90 | \$ 374 | \$ 420 |
| Income taxes | \$ 39 | \$ 12 | \$ 141 | \$ 56 |

During the nine months ended September 30, 2004, Comcast received a federal income tax refund of approximately \$536 million

During the nine months ended September 30, 2004, property, plant and equipment allocations were made with another Comcast subsidiary through non-cash intercompany transactions resulting in net transfers out of \$57 million. During the nine months ended September 30, 2004, we recorded additional liabilities of approximately \$35 million relating to a subsidiary of Comcast, a transaction that is considered a non-cash financing activity. This additional liability resulted in a corresponding increase to due from affiliates net in our consolidated balance sheet.

During the nine months ended September 30, 2004, in connection with the acquisition of TechTV (see Note 3), we issued shares in G4techTV with a value of approximately \$70 million, which is considered a non-cash financing and investing activity.

During the nine months ended September 30, 2004, in connection with the Liberty Exchange Agreement (see Note 3), we received non-cash consideration of approximately \$475 million, which is considered a non-cash investing activity.

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8 COMMITMENTS AND CONTINGENCIES

Contingencies

At Home

Litigation has been filed against us as a result of our alleged conduct with respect to our investment in and distribution relationship with At Home Corporation. At Home was a provider of high-speed Internet services that filed for bankruptcy protection in September 2001. Filed actions are: (i) class action lawsuits against us, Brian L. Roberts (our President and Chief Executive Officer and a director), AT&T (the former controlling shareholder of At Home and also a former distributor of the At Home service) and other corporate and individual defendants in the Superior Court of San Mateo County, California, alleging breaches of fiduciary duty in connection with transactions agreed to in March 2000 among At Home, AT&T, Cox Communications, Inc. (Cox is also an investor in At Home and a former distributor of the At Home service) and us, (ii) class action lawsuits against Comcast Cable Communications, LLC, AT&T and others in the United States District Court for the Southern District of New York, alleging securities law violations and common law fraud in connection with disclosures made by At Home in 2001, and (iii) a lawsuit brought in the United States District Court for the District of Delaware in the name of At Home by certain At Home bondholders against us, Brian L. Roberts, Cox and others, alleging breaches of fiduciary duty relating to the March 2000 transactions and seeking recovery of alleged short-swing profits of at least \$600 million pursuant to Section 16(b) of the Securities Exchange Act of 1934 purported to have arisen in connection with certain transactions relating to At Home stock effected pursuant to the March 2000 agreements. The actions in San Mateo County, California have been stayed by the United States Bankruptcy Court for the Northern District of California, the court in which At Home filed for bankruptcy, as violating the automatic bankruptcy stay. In the Southern District of New York actions, the court ordered the actions consolidated into a single action. All of the defendants served motions to dismiss on February 11, 2003. The court dismissed the common law claims against us and Mr. Roberts, leaving only a claim for "control person" liability under the Securities Exchange Act of 1934. In a subsequent decision, the court limited the remaining claim against us and Mr. Roberts to disclosures that are alleged to have been made by At Home prior to August 28, 2000. The Delaware case has been transferred to the United States District Court for the Southern District of New York, and we have moved to dismiss the Section 16(b) claims. The court dismissed the Section 16(b) claims against us, leaving only the claim for breach of fiduciary duty.

We deny any wrongdoing in connection with the claims that have been made directly against us, our subsidiaries and Brian L. Roberts, and intend to defend all of these claims vigorously. The final disposition of these claims is not expected to have a material adverse effect on our consolidated financial position, but could possibly be material to our consolidated results of operations of any one period. Further, no assurance can be given that any adverse outcome would not be material to our consolidated financial position.

Other

We are subject to other legal proceedings and claims that arise in the ordinary course of our business. The amount of ultimate liability with respect to such actions is not expected to materially affect our financial position, results of operations or liquidity.

9 FINANCIAL DATA BY BUSINESS SEGMENT

Our reportable segments consist of our cable and content businesses. Beginning in the first quarter of 2004, we elected to disclose our content businesses separately as a reportable segment even though they do

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not meet the quantitative disclosure requirements of SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information." Our content segment consists of our national networks E! Entertainment, Style Network, The Golf Channel, Outdoor Life Network, G4techTV and International Channel Networks. As a result of this change, we have presented the comparable 2003 content segment amounts. In evaluating our segments' profitability, the components of net income (loss) below operating income (loss) before depreciation and amortization are not separately evaluated by our management (amounts in millions).

| | Cable(1) | Content | Corporate and Other(2) | Total |
|---|-----------|----------|------------------------------|-----------|
| <i>Three Months Ended September 30, 2004</i> | | | | |
| Revenues(3) | \$ 1,889 | \$ 207 | \$ 52 | \$ 2,148 |
| Operating income (loss) before depreciation and amortization(4) | 777 | 62 | (62) | 777 |
| Depreciation and amortization | 333 | 42 | 13 | 388 |
| Operating income (loss) | 444 | 20 | (75) | 389 |
| Capital expenditures | 304 | 4 | 2 | 310 |
| <i>Three Months Ended September 30, 2003</i> | | | | |
| Revenues(3) | \$ 1,718 | \$ 158 | \$ 6 | \$ 1,882 |
| Operating income (loss) before depreciation and amortization(4) | 742 | 58 | (70) | 730 |
| Depreciation and amortization | 333 | 32 | 14 | 379 |
| Operating income (loss) | 409 | 26 | (84) | 351 |
| Capital expenditures | 324 | 3 | 16 | 343 |
| <i>Nine Months Ended September 30, 2004</i> | | | | |
| Revenues(3) | \$ 5,609 | \$ 582 | \$ 194 | \$ 6,385 |
| Operating income (loss) before depreciation and amortization(4) | 2,362 | 208 | (157) | 2,413 |
| Depreciation and amortization | 956 | 116 | 41 | 1,113 |
| Operating income (loss) | 1,406 | 92 | (198) | 1,300 |
| Capital expenditures | 899 | 14 | 15 | 928 |
| <i>Nine Months Ended September 30, 2003</i> | | | | |
| Revenues(3) | \$ 5,079 | \$ 462 | \$ 162 | \$ 5,703 |
| Operating income (loss) before depreciation and amortization(4) | 2,155 | 155 | (130) | 2,180 |
| Depreciation and amortization | 957 | 96 | 48 | 1,101 |
| Operating income (loss) | 1,198 | 59 | (178) | 1,079 |
| Capital expenditures | 1,009 | 10 | 19 | 1,038 |
| <i>As of September 30, 2004</i> | | | | |
| Assets | \$ 36,880 | \$ 2,549 | \$ 2,008 | \$ 41,437 |
| <i>As of December 31, 2003</i> | | | | |
| Assets | \$ 34,952 | \$ 2,048 | \$ 3,402 | \$ 40,402 |

(1)

Our regional programming networks Comcast SportsNet, Comcast SportsNet Mid-Atlantic, Comcast SportsNet Chicago, Cable Sports Southeast and CN8-The Comcast Network are included in our cable segment.

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- (2) Corporate and other includes corporate activities, elimination entries and all other businesses not presented in our cable or content segments. Assets included in this caption consist primarily of our investments (see Note 4).
- (3) Non-US revenues were not significant in any period. No single customer accounted for a significant amount of our revenue in any period.
- (4) Operating income (loss) before depreciation and amortization is defined as operating income before depreciation and amortization, impairment charges, if any, related to fixed and intangible assets and gains or losses from the sale of assets, if any. As such, it eliminates the significant level of non-cash depreciation and amortization expense that results from the capital intensive nature of our businesses and intangible assets recognized in business combinations, and is unaffected by our capital structure or investment activities. Our management and Board of Directors use this measure in evaluating our consolidated operating performance and the operating performance of all of our operating segments. This metric is used to allocate resources and capital to our operating segments and is a significant component of our annual incentive compensation programs. We believe that this measure is also useful to investors as it is one of the bases for comparing our operating performance with other companies in our industries, although our measure may not be directly comparable to similar measures used by other companies. This measure should not be considered as a substitute for operating income (loss), net income (loss), net cash provided by operating activities or other measures of performance or liquidity reported in accordance with generally accepted accounting principles.

10. RELATED PARTY TRANSACTIONS

Our related party transactions for the interim periods presented are as follows (in millions):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------|------------------------------------|-------|
| | 2004 | 2003 | 2004 | 2003 |
| Content affiliation agreement revenue | \$ 135 | \$ 9 | \$ 41 | \$ 26 |
| Comcast management fees | 41 | 39 | 120 | 109 |
| Comcast cost sharing charges | | | | |
| Cable-related costs | 56 | 47 | 161 | 129 |
| Other costs | 48 | 40 | 145 | 116 |
| Software licensing fees | 2 | | 5 | |
| Interest income (expense) on affiliate notes, net | 54 | (10) | 136 | 2 |

Our content businesses generate a portion of their revenues through the sale of subscriber services under affiliation agreements with cable subsidiaries of Comcast. These amounts are included in service revenues in our consolidated statement of operations. Amounts related to similar affiliation agreements between our content businesses and our wholly owned subsidiaries are eliminated in our consolidated financial statements.

Comcast has entered into management agreements with our cable subsidiaries. The management agreements generally provide that Comcast supervise the management and operations of the cable systems and arrange for and supervise certain administrative functions. As compensation for such services, the agreements provide for Comcast to charge management fees based on a percentage of gross revenues. These charges are included in selling, general and administrative expenses in our consolidated statement of operations.

We reimburse Comcast for certain cable-related costs under a cost sharing agreement. These charges are included in selling, general and administrative expenses in our consolidated statement of operations.

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We purchase certain other services from Comcast under cost sharing arrangements on terms that reflect Comcast's actual cost. These charges are included in selling, general and administrative expenses in our consolidated statement of operations.

Comcast has purchased long-term, non-exclusive patent and software licenses to use on Comcast's and our interactive program guides. Comcast charges us a licensing fee for use of this software. This charge is included in selling, general and administrative expenses in our consolidated statement of operations.

Comcast Financial Agency Corporation ("CFAC"), an indirect wholly owned subsidiary of ours, provides cash management services to certain cable subsidiaries of Comcast. Under this arrangement, Comcast's and these subsidiaries' cash receipts are deposited with and held by CFAC, as custodian and agent, which invests and disburses such funds at our direction. Interest income related to this cash was not significant during the 2004 or 2003 interim periods.

With the exception of cash payments related to interest and income taxes, we consider all of our transactions with Comcast or its affiliates to be financing transactions, which are presented as net transactions with affiliates in our consolidated statement of cash flows. Our significant financing transactions with Comcast and its affiliates are described below.

As of September 30, 2004 and December 31, 2003, due from affiliates net in our consolidated balance sheet primarily consists of amounts due from Comcast and from certain cable subsidiaries of Comcast for advances we made for working capital and capital expenditures in the ordinary course of business. Also included within accrued expenses and other current liabilities as of September 30, 2004 and December 31, 2003 is approximately \$603 million and \$568 million, respectively, related to other Comcast subsidiaries.

QVC, a discontinued operation, has an affiliation agreement with certain cable subsidiaries of Comcast to carry QVC's programming. In return for carrying QVC programming, QVC pays these Comcast subsidiaries an allocated portion, based upon market share, of a percentage of net sales of merchandise sold to QVC customers located in their service areas. These amounts are not significant and are included in income from discontinued operations in our consolidated statement of operations. Amounts related to a similar affiliation agreement between QVC and our wholly owned subsidiaries are not significant and are included in service revenues and income from discontinued operations in our consolidated statement of operations.

As of September 30, 2004 and December 31, 2003, notes receivable from affiliates and notes payable to affiliates consist of notes receivable from and notes payable to Comcast and certain cable subsidiaries of Comcast. Our notes receivable and notes payable whose interest receivable and payable are included in our condensed consolidated balance sheet have the following characteristics (amounts in millions):

| | September 30, 2004 | | December 31, 2003 | |
|-------------------------------|--------------------|---------------|-------------------|---------------|
| | Notes Receivable | Notes Payable | Notes Receivable | Notes Payable |
| Principal balance | \$4,799 | \$627 | \$3,284 | \$58 |
| Interest receivable (payable) | \$52 | (\$21) | \$26 | (\$3) |
| Interest rate range | 5.0% to 7.5% | 5.0% to 7.5% | 5.0% to 7.5% | 5.0% to 7.5% |
| Maturity date range | 2009-2014 | 2012-2014 | 2012-2013 | 2012-2013 |

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information for this item is omitted pursuant to SEC General Instruction H to Form 10-Q, except as noted below

Overview

We are an indirect wholly owned subsidiary of Comcast Corporation ("Comcast"). We are principally involved in the management and operation of broadband communications networks (our cable segment) and in the management of programming content over cable and satellite television networks (our content segment). During the nine months ended September 30, 2004, we received over 87% of our revenue from our cable segment, primarily through monthly subscriptions to our video and high-speed Internet services, as well as from advertising. Subscribers typically pay us monthly, based on rates and related charges that vary according to their chosen level of service and the type of equipment they use. Revenue from our content segment is derived from the sale of advertising time and affiliation agreements with cable and satellite television companies.

We have historically met our cash needs for operations through our cash flows from operating activities. We have generally financed our acquisitions and capital expenditures through issuances of common stock, borrowings of long-term debt, sales of investments and from existing cash, cash equivalents and short-term investments.

Business Developments

On July 28, 2004, we exchanged approximately 120 million shares of Liberty Media Corporation ("Liberty") Series A common stock that we held, valued at approximately \$1.022 billion, with Liberty for 100% of the stock of Liberty's subsidiary, Encore ICCP, Inc. ("Encore"). Encore's assets consisted of cash of \$547 million, a 10.4% interest in E! Entertainment Television, Inc. ("E!") and 100% of International Cable Channels Partnership, Ltd. ("International Channel Networks"). We also received all of Liberty's rights, benefits and obligations under the TCI Music contribution agreement, which resulted in the resolution of all litigation pending between Liberty and Comcast regarding the contribution agreement.

Comcast and Time Warner have agreed to work together to explore submitting a joint proposal to acquire cable assets of Adelphia Communications Corporation, the fifth-largest cable television company in the United States.

Refer to Note 3 to our financial statements included in Item 1 for a discussion of this transaction.

Results of Continuing Operations

Revenues

Consolidated revenues for the three and nine month interim periods in 2004 increased \$266 million and \$682 million, respectively, from the same periods in 2003. Of these increases, \$171 million and \$530 million relate to our cable segment, which is discussed separately below. The remaining increases are the result of our content segment, which achieved combined revenue growth of 30.6% and 26.0%, respectively, during the three and nine month interim periods in 2004 compared to the same periods in 2003. These increases in our content segment were the result of increases in distribution revenue and advertising revenue, as well as to our acquisition of TechTV. The remaining increases are the result of our corporate and other segment, which includes the operating results of Comcast-Spectacor.

Operating, selling, general and administrative expenses

Consolidated operating, selling, general and administrative expenses for the three and nine month interim periods in 2004 increased \$219 million and \$449 million, respectively, from the same periods in 2003. Of these increases, \$136 million and \$323 million, respectively, relate to our cable segment, which is discussed separately below. The remaining increases are the result of growth in our content segment, principally due to

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our acquisition of TechTV. The remaining increases are the result of our corporate and other segment, which includes the operating results of Comcast-Spectacor.

Depreciation

Depreciation expense for the three and nine month interim periods in 2004 is consistent with the amounts reported for the same periods in 2003.

Amortization

Amortization expense increased \$6 million and \$10 million, respectively, for the three and nine month interim periods in 2004 compared to the same periods in 2003. These increases are primarily attributable to amortization associated with intangibles acquired in the TechTV and Liberty exchange transactions.

Cable Segment Operating Results

The following table presents our cable segment operating results (dollars in millions):

| | Three Months Ended September 30, | | Increase/(Decrease) | |
|--|-------------------------------------|----------|---------------------|-------|
| | 2004 | 2003 | \$ | % |
| Video | \$ 1,316 | \$ 1,249 | \$ 67 | 5.4% |
| High-speed Internet | 325 | 244 | 81 | 33.2 |
| Advertising sales | 121 | 102 | 19 | 18.6 |
| Other | 70 | 71 | (1) | (1.4) |
| Franchise fees | 57 | 52 | 5 | 9.6 |
| Revenues | 1,889 | 1,718 | 171 | 10.0 |
| Operating, selling, general and administrative expenses | 1,112 | 976 | 136 | 13.9 |
| Operating income before depreciation and amortization(a) | \$ 777 | \$ 742 | \$ 35 | 4.7% |
| | Nine Months Ended September 30, | | Increase | |
| | 2004 | 2003 | \$ | % |
| Video | \$ 3,945 | \$ 3,735 | \$ 210 | 5.6% |
| High-speed Internet | 925 | 677 | 248 | 36.6 |
| Advertising sales | 355 | 304 | 51 | 16.8 |
| Other | 212 | 206 | 6 | 2.9 |
| Franchise fees | 172 | 157 | 15 | 9.6 |
| Revenues | 5,609 | 5,079 | 530 | 10.4 |
| Operating, selling, general and administrative expenses | 3,247 | 2,924 | 323 | 11.0 |
| Operating income before depreciation and amortization(a) | \$ 2,362 | \$ 2,155 | \$ 207 | 9.6% |

(a)

Operating income before depreciation and amortization is defined as operating income before depreciation and amortization, impairment charges, if any, related to fixed and intangible assets and gains or losses from the sale of assets, if any. As such, it eliminates the significant level of non-cash depreciation and amortization expense that results from the capital intensive nature of our businesses and intangible assets recognized in business combinations, and is unaffected by our capital structure or investment activities. Our management and Board of Directors use this measure in evaluating our consolidated operating performance and the operating performance of all of our operating segments.

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This metric is used to allocate resources and capital to our operating segments and is a significant component of our annual incentive compensation programs. We believe that this measure is also useful to investors as it is one of the bases for comparing our operating performance with other companies in our industries, although our measure may not be directly comparable to similar measures used by other companies. Because we use operating income before depreciation and amortization as the measure of our segment profit or loss, we reconcile it to operating income, the most directly comparable financial measure calculated and presented in accordance with Generally Accepted Accounting Principles (GAAP), in the business segment footnote to our financial statements. This measure should not be considered as a substitute for operating income (loss), net income (loss), net cash provided by operating activities or other measures of performance or liquidity reported in accordance with GAAP.

Revenues

Video revenue consists of our basic, expanded basic, premium, pay-per-view, equipment and digital cable services. The increases in video revenue for the interim periods from 2003 to 2004 are primarily due to increases in monthly average revenue per subscriber as a result of rate increases in our traditional video service and growth in digital subscribers, reflecting increased consumer demand for new digital features. From September 30, 2003 to September 30, 2004, we added approximately 428,000 digital subscribers, or a 16.8% increase in digital subscribers. We expect continued growth in our video services revenue.

The increases in high-speed Internet revenue for the interim periods from 2003 to 2004 are primarily due to the addition of approximately 595,000 high-speed Internet subscribers from September 30, 2003 to September 30, 2004, or a 28.7% increase in high-speed Internet subscribers. We expect continued high-speed Internet revenue growth as overall demand for our services continues to increase.

The increases in advertising sales revenue for the interim periods from 2003 to 2004 are primarily due to the effects of growth in regional/national advertising as a result of the continuing success of our regional interconnects, a stronger local advertising market and an increase in political advertising.

Other revenue includes installation revenues, guide revenues, commissions from electronic retailing, revenue from our regional programming networks, commercial data revenue, revenue from other product offerings and phone revenues.

Expenses

Total operating, selling, general and administrative expenses increased for the interim periods from 2003 to 2004 primarily as a result of higher operating and marketing expenses associated with the growth in our high-speed Internet and digital cable services, and increases in charges from cost-sharing arrangements.

Consolidated Income (Expense) Items

Interest Expense

The decreases in interest expense for the interim periods from 2003 to 2004 are due to our decreased amount of debt outstanding as a result of our debt reduction during 2003 and 2004.

Interest Income (Expense) on Affiliate Notes, Net

The changes in interest income (expense) on affiliate notes, net for the interim periods from 2003 to 2004 are principally due to an increase in our notes receivable from affiliates during 2003 and 2004.

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004

Investment Income (Loss), Net

Investment income (loss), net for the interim periods includes the following (in millions)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|----------------------------------|----------|---------------------------------|----------|
| | 2004 | 2003 | 2004 | 2003 |
| Interest, dividend and other investment income (expense) | \$ (4) | \$ 5 | \$ (12) | \$ 13 |
| Gains on sales and exchanges of investments, net | 35 | | 34 | 23 |
| Investment impairment losses | (7) | | (10) | (69) |
| Mark to market adjustments on trading securities | (59) | (166) | (113) | (98) |
| Mark to market adjustments on derivatives related to trading securities | 139 | (4) | 297 | (66) |
| Mark to market adjustments on derivatives and hedged items | (8) | (4) | (6) | (1) |
| Investment income (loss), net | \$ 96 | \$ (166) | \$ 190 | \$ (198) |

We have entered into derivative financial instruments that we account for at fair value and which economically hedge the market price fluctuations in the common stock of certain of our investments accounted for as trading securities. Investment income (loss), net includes the fair value adjustments related to our trading securities and derivative financial instruments. The change in the fair value of our investments accounted for as trading securities was substantially offset by the changes in the fair value of the related derivatives, except for the mark to market adjustments on our investment in Sprint and on 6 million shares of Liberty International for the three and nine months ended September 30, 2004, on 116 million shares of Liberty for the three and nine months ended September 30, 2004, until they were exchanged with Liberty on July 28, 2004, and on 218 million shares of Liberty for the three and nine months ended September 30, 2003. See Note 3 to our consolidated financial statements included in Item 1 for further discussion about the Liberty exchange.

During the three and nine months ended September 30, 2004, investment income (loss), net includes \$83 and \$139 million, respectively, of investment income related to the decrease in the fair value of the derivative component of the ZONES debt. A portion of the fair value adjustment in the nine month interim period results from the change in the common stock underlying the ZONES debt from the non-dividend paying Sprint PCS tracking stock to the dividend paying Sprint FON common stock as a result of the elimination by Sprint of its tracking stock in April 2004. In the future, we expect that changes in the fair value of the derivative component of the ZONES debt will be partially offset by changes in the fair value of the Sprint FON common stock we hold and account for as a trading security.

We were exposed to changes in the fair value of 218 million shares and 116 million shares of Liberty common stock during the 2003 and 2004 interim periods (through July 28, 2004), respectively. We will continue to be exposed to changes in the fair value of 6 million shares of Liberty International common stock we hold and account for as trading securities because we have not entered into a corresponding derivative to hedge this market exposure.

Investment income (loss), net for the three and nine months ended September 30, 2004, includes losses of \$80 million and \$198 million, respectively, related to these financial instruments compared to losses of \$165 million during each of the same periods in 2003.

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004

Other Income

On September 30, 2004, we sold our 20% interest in DHC Ventures, LLC to Discovery Communications, Inc. for approximately \$149 million in cash and recognized a gain on the sale of approximately \$94 million to other income.

Income Tax Expense

The changes in income tax expense for the interim periods from 2003 to 2004 are primarily the result of the effects of changes in our income (loss) from continuing operations before taxes and minority interest.

Minority Interest

The changes in minority interest for the interim periods from 2003 to 2004 are attributable to the effects of changes in the net income or loss of our less than wholly owned consolidated subsidiaries and to the minority interests in certain subsidiaries acquired or formed during 2004.

We believe that our operations are not materially affected by inflation.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes to the information required under this Item from what was disclosed in our 2003 Form 10-K.

ITEM 4 CONTROLS AND PROCEDURES

Our chief executive officer and our co-chief financial officers, after evaluating the effectiveness of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)) as of the end of the period covered by this report, have concluded, based on the evaluation of these controls and procedures required by paragraph (b) of Exchange Act Rules 13a-15 or 15d-15, that our disclosure controls and procedures were effective.

Changes in internal control over financial reporting: There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our last fiscal quarter that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

Refer to Note 8 to our condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q for a discussion of recent developments related to our legal proceedings.

ITEM 6 EXHIBITS

Exhibits required to be filed by Item 601 of Regulation S-K:

- | | |
|----|---|
| 31 | Certifications of Chief Executive Officer and Co-Chief Financial Officers pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certification of Chief Executive Officer and Co-Chief Financial Officers pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

COMCAST HOLDINGS CORPORATION AND SUBSIDIARIES
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized

COMCAST HOLDINGS CORPORATION

/S/ LAWRENCE J SALVA

Lawrence J. Salva
Senior Vice President, Chief Accounting Officer and Controller
(Principal Accounting Officer)

Date November 12, 2004

CERTIFICATIONS

I, Brian L. Roberts, certify that

- 1 I have reviewed this quarterly report on Form 10-Q of Comcast Holdings Corporation,
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report,
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this report,
- 4 The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have
- a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared
 - b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation, and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and
- 5 The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions)
- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information, and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: November 12, 2004

/s/ BRIAN L. ROBERTS

Name: Brian L. Roberts
Chief Executive Officer

1. Lawrence S. Smith, certify that

1

I have reviewed this quarterly report on Form 10-Q of Comcast Holdings Corporation.

2

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3

Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4

The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have

- a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
- b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]
- c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation, and
- d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and

5

The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions)

- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information, and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: November 12, 2004

/s/ LAWRENCE S. SMITH

Name: Lawrence S. Smith
Co-Chief Financial Officer

1. John R. Alchin certifies that

1

I have reviewed this quarterly report on Form 10-Q of Comcast Holdings Corporation.

2

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this report.

4

The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have

- a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
- b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]
- c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation, and
- d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and

5

The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions)

- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information, and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: November 12, 2004

/s/ JOHN R. ALCHIN

Name: John R. Alchin
Co-Chief Financial Officer

QuickLinks

CERTIFICATIONS

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act

November 12, 2004

Securities and Exchange Commission
450 Fifth Street, N W
Washington, D C 20549

Ladies and Gentlemen

The certification set forth below is being submitted in connection with the quarterly report on Form 10-Q of Comcast Holdings Corporation (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code

Brian L. Roberts, the Chief Executive Officer, Lawrence S. Smith, the Co-Chief Financial Officer and John R. Alchin, the Co-Chief Financial Officer of Comcast Holdings Corporation, each certifies that, to the best of his knowledge

- 1 the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, and
- 2 the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Comcast Holdings Corporation

/s/ BRIAN L. ROBERTS

Name: Brian L. Roberts
Chief Executive Officer

/s/ LAWRENCE S. SMITH

Name: Lawrence S. Smith
Co-Chief Financial Officer

/s/ JOHN R. ALCHIN

Name: John R. Alchin
Co-Chief Financial Officer

QuickLinks

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act

Created by 10KWizard Technology www.10KWizard.com

EXHIBIT G

FINANCIAL GUARANTY

BEFORE THE TENNESSEE REGULATORY AUTHORITY

| | | |
|--|---|------------------|
| In the Matter of |) | Docket No. _____ |
| COMCAST PHONE OF TENNESSEE, LLC |) | |
| For a Certificate to Provide Competing |) | |
| Local and Interexchange |) | |
| Telecommunications Services Within the |) | |
| State of Tennessee |) | |

GUARANTY

I, Arthur R. Block, do hereby state that

1 I am an officer of Comcast Corporation ("Comcast Corp."), specifically its Senior Vice President.

2. Comcast Corp. is the ultimate publicly held parent of Comcast Phone of Tennessee, LLC ("Comcast Phone-TN").

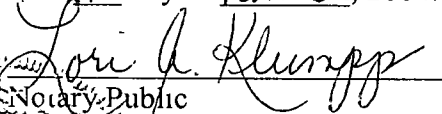
3 Comcast Corp. shall guarantee the financial ability of Comcast Phone-TN to provide local and interexchange telecommunications services in the State of Tennessee as described in the above-captioned Application.

Executed on November 11, 2004



Name: Arthur R. Block
Title: Senior Vice President

SUBSCRIBED and SWORN to
Before me, a Notary Public,
This 11th day of November, 2004.



Notary Public

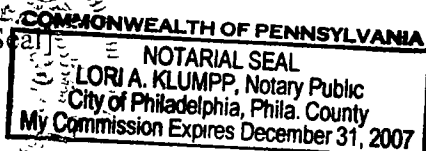


EXHIBIT H

3-YEAR

PROJECTED FINANCIAL STATEMENTS

CONFIDENTIAL AND PROPRIETARY:
FURNISHED UNDER SEAL

EXHIBIT I

SURETY BOND

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond # 08784679

WHEREAS, Comcast Phone of Tennessee, LLC (the "Principal") has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee, and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, Fidelity and Deposit Company of Maryland (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated,

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents

This bond shall become effective on the 4th day of November, 2004, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Comcast Phone of Tennessee, LLC

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name:

Title:

SURETY

Fidelity and Deposit Company of Maryland

Name of Surety

105 E. 17th Street, New York, NY 10003
Address of Surety

SIGNATURE OF SURETY AGENT

Name: Shirley Dewey

Title: Attorney-in-fact

Address of Surety Agent:

Marsh, Inc.
1166 Ave. of the Americas
New York, NY 10036

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

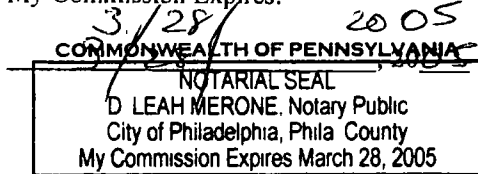
ACKNOWLEDGMENT OF PRINCIPAL

Pennsylvania
STATE OF ~~TEXAS~~
COUNTY OF Philadelphia

Before me, a Notary Public of the State and County aforesaid, personally appeared Arthur R. Block
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of Conduct Phone of Tennessee, LLC and he acknowledged to me that he executed the same

WITNESS my hand and seal this 4th day of November, 2004

My Commission Expires:



Leah Merone
Notary Public

ACKNOWLEDGMENT OF SURETY

New York
STATE OF ~~TENNESSEE~~
COUNTY OF New York

Before me, a Notary Public of the State and County aforesaid, personally appeared Shirley Dewely
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of **Fidelity and, the within named Surety, a corporation licensed to do business in the
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,
executed the foregoing bond, by signing the name of the corporation by himself and as such individual

WITNESS my hand and seal this 4th day of November, 2004

My Commission Expires

FRANCESCA MOSER
NOTARY PUBLIC, State of New York, 2000
No. 01MO4842535
Certificate Filed in Suffolk County
Commission Expires May 20, 2006

Francesca Moser
Notary Public

**Deposit Company of Maryland

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
Authority, State of Tennessee, this _____ day of _____, 20__.

Name
Title:

Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND

KNOW ALL MEN BY THESE PRESENTS That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by PAUL C ROGERS, Vice President, and T E SMITH, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint Shirley DEWELY, James P. HOLLAND, Christopher MCCARTY, Theresa G. GIRALDO, Debra L. TEPLITZKY, Paula SEYMOUR, Suzanne BLAU and Hazel L. PROSSER, all of New York, New York, EACH its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for and on its behalf as surety, and as its act and deed, any and all bonds and undertakings and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md, in their own proper persons. This power of attorney revokes that issued on behalf of Shirley DEWELY, James P. HOLLAND, Christopher MCCARTY, Theresa G. GIRALDO, Debra L. TEPLITZKY, Paula YIP-YING, Ana W. OLIVERAS, dated September 29, 2003.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 9th day of December, A D 2003

ATTEST

FIDELITY AND DEPOSIT COMPANY OF MARYLAND



T E Smith

T E Smith

Assistant Secretary

Paul C Rogers

By

Paul C Rogers

Vice President

State of Maryland } ss
City of Baltimore }

On this 9th day of December, A D 2003, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came PAUL C ROGERS, Vice President, and T E SMITH, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written



Dennis R Hayden

Dennis R Hayden

Notary Public

My Commission Expires February 1, 2005



FIDELITY AND DEPOSIT COMPANY

OF MARYLAND
3910 KESWICK ROAD, BALTIMORE, MD 21203

Statement of Financial Condition As Of December 31, 2003

ASSETS

| | |
|--|-----------------------|
| Bonds..... | \$ 125,371,211 |
| Stocks | 35,569,210 |
| Mortgage Loans | 2,514,286 |
| Cash in Banks and Offices and Short Term Investments | 1,188,921 |
| Other Accounts Receivable | 1,455,823 |
| TOTAL ADMITTED ASSETS..... | \$ 166,099,451 |

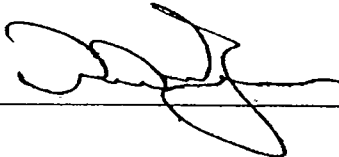
LIABILITIES, SURPLUS AND OTHER FUNDS

| | |
|--|-----------------------|
| Reserve for Taxes and Expenses | \$ 154,962 |
| TOTAL LIABILITIES | \$ 154,962 |
| Capital Stock, Paid Up | \$ 5,000,000 |
| Surplus | 160,944,489 |
| Surplus as regards Policyholders | 165,944,489 |
| TOTAL..... | \$ 166,099,451 |

Securities carried at \$15,107,004 in the above statement are deposited as required by law.

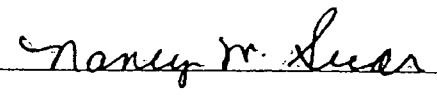
Securities carried on the basis prescribed by the National Association of Insurance Commissioners. On the basis of December 31, 2003 market quotations for all bonds and stocks owned, the Company's total admitted assets would be \$166,895,955 and surplus as regards policyholders \$166,740,637.

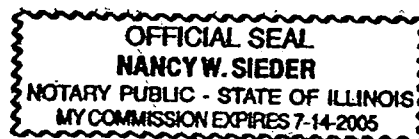
I, DAVID A. BOWERS, Corporate Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company on the 31st day of December, 2003.


Corporate Secretary

State of Illinois }
City of Schaumburg } SS

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 27th day of February, 2004


Notary Public





ZURICH

THIS IMPORTANT DISCLOSURE NOTICE IS PART OF YOUR BOND

Fidelity and Deposit Company of Maryland, Colonial American Casualty and Surety Company, Zurich American Insurance Company, and American Guarantee and Liability Insurance Company are making the following informational disclosures in compliance with The Terrorism Risk Insurance Act of 2002. No action is required on your part.

Disclosure of Terrorism Premium

The premium charge for risk of loss resulting from acts of terrorism (as defined in the Act) under this bond is \$__waived__. This amount is reflected in the total premium for this bond.

Disclosure of Availability of Coverage for Terrorism Losses

As required by the Terrorism Risk Insurance Act of 2002, we have made available to you coverage for losses resulting from acts of terrorism (as defined in the Act) with terms, amounts, and limitations that do not differ materially as those for losses arising from events other than acts of terrorism.

Disclosure of Federal Share of Insurance Company's Terrorism Losses

The Terrorism Risk Insurance Act of 2002 establishes a mechanism by which the United States government will share in insurance company losses resulting from acts of terrorism (as defined in the Act) after a insurance company has paid losses in excess of an annual aggregate deductible. For 2002, the insurance company deductible is 1% of direct earned premium in the prior year; for 2003, 7% of direct earned premium in the prior year; for 2004, 10% of direct earned premium in the prior year; and for 2005, 15% of direct earned premium in the prior year. The federal share of an insurance company's losses above its deductible is 90%. In the event the United States government participates in losses, the United States government may direct insurance companies to collect a terrorism surcharge from policyholders. The Act does not currently provide for insurance industry or United States government participation in terrorism losses that exceed \$100 billion in any one calendar year.

Definition of Act of Terrorism

The Terrorism Risk Insurance Act defines "act of terrorism" as any act that is certified by the Secretary of the Treasury, in concurrence with the Secretary of State and the Attorney General of the United States:

1. to be an act of terrorism;
2. to be a violent act or an act that is dangerous to human life, property or infrastructure;
3. to have resulted in damage within the United States, or outside of the United States in the case of an air carrier (as defined in section 40102 of title 49, United States Code) or a United States flag vessel (or a vessel based principally in the United States, on which United States income tax is paid and whose insurance coverage is subject to regulation in the United States), or the premises of a United States mission; and
4. to have been committed by an individual or individuals acting on behalf of any foreign person or foreign interest as part of an effort to coerce the civilian population of the United States or to influence the policy or affect the conduct of the United States Government by coercion.

But, no act shall be certified by the Secretary as an act of terrorism if the act is committed as part of the course of a war declared by Congress (except for workers' compensation) or property and casualty insurance losses resulting from the act, in the aggregate, do not exceed \$5,000,000.

These disclosures are informational only and do not modify your bond or affect your rights under the bond.

EXHIBIT J

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

2004/2005

Introduction

This plan document includes information responsive to the following: (I) Comcast's performance with regard to contracting with small and historically underutilized businesses; (II) initiatives that Comcast will pursue in these areas over the period of the plan; (III) a listing of programs and activities Comcast will undertake to achieve each of these initiatives; and (IV) a listing of the business partnership initiatives that Comcast will undertake to facilitate small and historically underutilized business entry into the telecommunications market, taking into account opportunities for contracting and joint ventures.¹

Terms and Terminology

For purposes of this plan, the terms "Comcast" and "Comcast as a whole," refer to the operations of the Comcast Cable Division in Tennessee generally. The Comcast Cable Division includes the company's cable video, Internet and voice services in Tennessee. Individual personnel of the Comcast Cable Division may support one or more of the division's three product lines. Except where otherwise indicated, the information in this plan is provided with respect to the Comcast Cable Division in Tennessee.

Comcast's Diversity Efforts Generally

Supplier Diversity. Dependable, diverse partners provide Comcast with the goods and services we need to continue growing and serving our customers. Small and diverse suppliers provide us with new perspectives, insights and understandings that allow us to be better equipped to innovate and tailor our business to existing and emerging markets. Comcast finds that it is our small and diverse suppliers who instill competitiveness into the bidding process and make all of our vendors work harder to give us their best possible product. Ultimately, our diverse supplier partnerships empower both our company and theirs, create jobs, strengthen communities and build value for our shareholders.

¹ As with any growing business, Comcast's plans and programs are subject to change over time, based upon a variety of factors, both within and outside the control of the company. Accordingly, the plans set forth in this submittal are subject to possible change over period covered by this submission.

I. COMCAST'S PERFORMANCE WITH REGARDING TO WORKFORCE DIVERSITY AND CONTRACTING WITH SMALL AND HISTORICALLY UNDERUTILIZED BUSINESSES²

Comcast's goal has been to increase supplier diversity in our procurement activities during 2003 and 2004. Comcast has sought to meet that goal by (1) combining into one program the two previously separate supplier diversity programs; (2) placing that single program under leadership focused in whole or in substantial part on supplier diversity (*see* next paragraph below); (3) incorporating more areas of diversity into our supplier diversity reporting (e.g., adding HubZone, veteran and service disabled veteran categories into our supplier diversity reporting); (4) acquiring a more thorough understanding of which ethnic groups are being utilized as part of our minority purchases; (5) updating our master vendor database to ensure that we have adequately identified and tagged all relevant diversity-owned suppliers; and (6) ensuring that our employees, both in our purchasing department and elsewhere in the company, understand our diversity initiatives and how to find qualified diversity-owned suppliers to compete on competitive bid opportunities. The unique circumstances in which Comcast finds itself -- namely, in having to integrate into one program what were two previously separate supplier diversity programs (the result of a merger) -- means that our expectations and numeric goals will be subject to change during the months ahead. That being said, Comcast is committed to increasing supplier diversity in our procurement efforts through the initiatives outlined above.

In 2003, Comcast hired a full-time Director of Supplier Diversity. That individual is responsible for coordinating and managing Comcast's supplier diversity program and providing leadership, relationship management, and tactical direction to vendors looking to conduct business with Comcast. While the Director of Supplier Diversity manages the overall program, it is the responsibility of all procurement personnel to strive to include diversity-owned vendors in the competitive bid process. The Director of Supplier Diversity also works with a Purchasing Analyst to assist in performing analyses and other activities related to Supplier Diversity. Further, Comcast's Vice President of Purchasing, as well as each of the Directors of Purchasing in each of Comcast's five divisions reporting to that Vice President, actively participate in advancing the company's supplier diversity initiatives.

² To the extent that the jurisdictional utility, Comcast Phone of Tennessee, procures goods and services on its own, such procurement will be limited typically to purchases from Comcast Phone of Tennessee's internal affiliated companies (which are not Commission-regulated) and to purchases under a narrow range of interconnection agreements with nonaffiliated incumbent local exchange companies.

II. INITIATIVE, PROGRAMS AND ACTIVITIES THAT COMCAST WILL PURSUE OVER THE PERIOD OF THIS PLAN

Comcast's Initiatives, Programs and Activities To Promote *Supplier Diversity*.

In addition to the supplier diversity efforts already outlined in Section I of this submittal, Comcast, during the period of the plan, will utilize a combination of efforts to enhance supplier diversity, including the following:

- We will conduct ongoing training sessions on supplier diversity.
- We will work with each division to establish continuing supplier diversity goals.
- We will develop a "score card" to measure actual versus goal for supplier diversity goals by division.
- Comcast will partner with a womens' business organizations.
- Comcast will seek to be more active in local activities with our diversity business partners.
- Comcast will regularly update external communication documentation for supplier diversity.
- Comcast will aim to increase the percentage of supplier diversity spend over prior years (corporate-wide).

III. BUSINESS PARTNERSHIP INITIATIVE TO FACILITATE SMALL BUSINESS ENTRY INTO THE TELECOMMUNICATIONS MARKET

Comcast has partnered with the Small Business Development Center, as well as the organizations below, to help us identify qualified DVBEs that can assist us in our procurement needs, which we hope, in turn, will help our company to better achieve the DVBE objectives.

- National Minority Supplier Diversity Council ("NMSDC"): We are national members of this organization. Additionally, we partner with seven of the local councils in order to find qualified minority-owned businesses with which to partner.
- Women in Cable and Telecommunications ("WICT"). This is a cable- specific organization that assists Comcast in identifying women-owned businesses specific to the cable industry, among other things.
- National Association for Minorities in Cable ("NAMIC"): This is a cable- specific organization that assists Comcast in identifying minority-owned businesses specific to the cable industry, among other things.
- NAWBO (National Association of Women Business Owners).

Questions

Inquiries concerning this plan may be directed to the Plan Administrator:

Deborah Grossman
Director, Supplier Diversity
COMCAST
1500 Market Street
Philadelphia, PA 19102
(215) 981-8474 (telephone)

COMCAST PHONE OF TENNESSEE, LLC

By: Deborah Grossman
Deborah Grossman
Director, Supplier Diversity

Dated: December 6, 2004

EXHIBIT K

DIRECT TESTIMONY OF
JOHN G. SULLIVAN

BEFORE TENNESSEE REGULATORY AUTHORITY

| | | |
|--|---|-----------------|
| In the Matter of |) | |
| |) | |
| COMCAST PHONE OF TENNESSEE, LLC |) | Docket No _____ |
| |) | |
| For a Certificate to Provide Competing Local and |) | |
| Interexchange Telecommunications Services |) | |
| Within the State of Tennessee |) | |

PREFILED TESTIMONY OF JOHN G. SULLIVAN

I, John G Sullivan, do hereby testify as follows in support of the Application of Comcast Phone of Tennessee, LLC ("Comcast Phone-TN") for a Certificate of convenience and necessity to provide competing local exchange and interexchange telecommunications services within the State of Tennessee

Q: PLEASE STATE YOUR FULL NAME, BUSINESS ADDRESS AND POSITION.

A My name is John G Sullivan I am the Vice President and Chief Counsel for Comcast Phone II, Inc , the direct corporate parent of Comcast Phone-TN My business address is 1500 Market Street, Philadelphia, Pennsylvania 19102-2148 My business telephone number is (215) 320-8816, and my facsimile number is (215) 981-8508

Q: PLEASE BRIEFLY DESCRIBE YOUR RESPONSIBILITIES FOR THE APPLICANT.

A In my capacity as legal counsel, I am primarily responsible for telecommunications law and regulatory compliance matters affect the telecommunications operating subsidiaries of Comcast Corporation. I am authorized to testify on behalf of Comcast Phone-TN in this proceeding

Q: PLEASE DESCRIBE YOUR BUSINESS EXPERIENCE AND EDUCATIONAL BACKGROUND.

A I was named to my current position as Vice President & Chief Counsel for Comcast's telephony operations in January 2003. Prior to that, I served as Vice President & General Counsel of Comcast Business Communications, Inc , beginning in May 2000, and as Assistant Deputy General Counsel and Director of Regulatory Affairs for the telephony operations of Comcast Corporation, from 1996 until May 2000 Prior to joining Comcast, I was, from 1993 to 1996, Regulatory Counsel for Eastern TeleLogic Corporation, a competitive local exchange carrier and competitive access provider based in King of Prussia, Pennsylvania I graduated from the University of Scranton in 1988, with a Bachelor of Science degree in International Affairs and Philosophy from the Columbus School of Law, and received a Certificate from its Institute of Communications Law Studies in Washington, D C , in 1993 Prior to law school, I worked in the broadcasting industry, as Editor for the Voice of America-Europe, based in Munich, Germany

Q: ARE ALL STATEMENTS IN COMCAST PHONE-TN'S APPLICATION TRUE, TO THE BEST OF YOUR KNOWLEDGE, INFORMATION AND BELIEF?

A. Yes

Q: PLEASE DESCRIBE THE CURRENT CORPORATE STRUCTURE OF COMCAST PHONE-TN.

A Comcast Phone-TN is a direct, wholly owned subsidiary of Comcast Phone II, Inc., and an indirect, wholly owned subsidiary of Comcast Corporation

Q: DOES THE CLEC POSSESS THE REQUISITE FINANCIAL, MANAGERIAL AND TECHNICAL ABILITIES TO PROVIDE THE SERVICES FOR WHICH IT HAS APPLIED FOR AUTHORITY?

A Yes.

Q: PLEASE DESCRIBE COMCAST PHONE-TN'S FINANCIAL QUALIFICATIONS.

As I previously stated, Comcast Phone-TN is an indirect, wholly owned subsidiary of Comcast Corporation. As such, Comcast Phone-TN necessarily will rely on the financial resources of its corporate parent to fund its initial telecommunications operations within the State of Tennessee. Accordingly, a Guaranty issued by Comcast Corporation, for the financial obligations incurred by Comcast Phone-TN, is appended to the Application as *Exhibit G*.

Comcast Corporation, a public corporation, is the largest provider of cable video services within the United States, and currently serves more than 21 million subscribers. As demonstrated by the Form 10-Q of Comcast Corporation, filed with the Securities and Exchange Commission for the period ended September 30, 2004, and appended to the Application as *Exhibit F*, Comcast Corporation has the requisite financial qualifications to support the operations of Comcast Phone-TN within the State of Tennessee. Specifically, for the third quarter of 2004, Comcast Corporation generated \$540 million of Free Cash Flow, through a combination of Operating Cash Flow growth and capital expenditure declines. Moreover, the company continues to make investments to support its growth and product differentiation strategy, while returning capital to its shareholders.

Q: PLEASE DESCRIBE COMCAST PHONE-TN'S MANAGERIAL AND TECHNICAL QUALIFICATIONS.

A: Comcast Phone-TN has superior technical and managerial qualifications to develop and maintain successful operations within the State of Tennessee, and to ensure the continued provision of quality services to Tennessee consumers. As demonstrated by the biographies appended to the Application as *Exhibit E*, members of the Comcast Phone-TN's senior management team have significant experience in the critical functions of communications network operations, OSS/BSS, product development, sales and marketing, business management and finance. These individuals have acquired superior expertise by their work in various segments of the communications industry prior to assuming their current managerial roles at Comcast Phone-TN, and are highly qualified to manage the operations of Comcast Phone-TN within the State of Tennessee.

Q: WHAT SERVICES WILL COMCAST PHONE-TN OFFER?

A: Comcast Phone-TN anticipates that it initially will provide only exchange access services within the State of Tennessee.

Q: WILL THE GRANTING OF A CERTIFICATE OF CONVENIENCE AND NECESSITY TO COMCAST PHONE-TN SERVE THE PUBLIC INTEREST?

A: Yes. The TRA's grant of the Certificate requested by Comcast Phone-TN's Application would serve the public interest because Comcast Phone-TN is technically, managerially and financially qualified to provide quality services to consumers within the State of Tennessee. Moreover, Comcast Phone-TN's provision of the services for which authority is requested by its Application would expand the service options currently available in Tennessee, and would increase competition in the markets for those services by expanding the diversity of service providers.

The participation of Comcast Phone-TN within the State of Tennessee would promote consumer choice by expanding the availability of innovative, high-quality, reliable and competitively-priced services. The TRA's grant to Comcast Phone-TN of the Certificate requested by its Application likely would compel other service providers within the State of Tennessee to improve their existing services, to increase the quality and efficiency of their operations, and to introduce innovative new services of their own. Moreover, the addition of Comcast Phone-TN to Tennessee would make it more probable that Tennessee consumers will ultimately receive the benefits of downward pressure on prices, improved customer responsiveness and access to increasingly advanced technology.

Q: DOES COMCAST PHONE-TN INTEND TO COMPLY WITH ALL TRA RULES, STATUTES AND ORDERS PERTAINING TO THE PROVISION OF TELECOMMUNICATIONS SERVICES IN TENNESSEE, INCLUDING THOSE FOR DISCONNECTION AND RECONNECTION OF SERVICE?

A Yes, Comcast Phone-TN intends to comply with all TRA Rules, statutes and orders of the TRA applicable to the telecommunications services that it will provide within Tennessee.

Q: HAS ANY STATE EVER DENIED COMCAST PHONE-TN OR ONE OF ITS AFFILIATES AUTHORIZATION TO PROVIDE INTRASTATE SERVICE?

A No

Q: HAS ANY STATE EVER REVOKED THE CERTIFICATION OF COMCAST PHONE-TN, OR ONE OF ITS AFFILIATES?

A No

Q: WHO IS KNOWLEDGEABLE ABOUT COMCAST PHONE-TN'S OPERATIONS AND WILL SERVICE AS COMCAST PHONE-TN'S REGULATORY AND CUSTOMER SERVICE CONTACT?

A The initial regulatory and customer service contact for Comcast Phone-TN is. David Sered, Director of Government and Regulatory Affairs, 360 Interstate North Parkway, Suite 600, Atlanta, Georgia 30339 Mr Sered's telephone number is (678) 460-1610, and facsimile number is (678) 385-5101


Q: PLEASE EXPLAIN IN DETAIL COMCAST PHONE-TN'S PROPOSED PROCEDURE FOR RESPONDING TO INFORMATION REQUESTS FROM THE TRA AND ITS STAFF?

A. As the regulatory and customer service contact for Comcast Phone-TN, Mr Sered will endeavor to respond to all information requests from the TRA or its Staff Mr Sered will contact the appropriate individual within Comcast Phone-TN to obtain the requested information and will promptly provide such information to the requesting TRA party.

Q: DOES THIS CONCLUDE YOUR TESTIMONY?

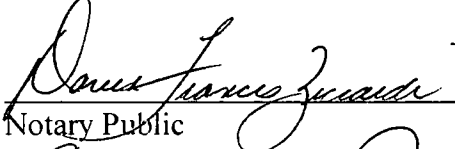
A Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



John G. Sullivan
Vice President and Chief Counsel
Comcast Phone II, Inc.

Subscribed and sworn to me this 6th day of December, 2004.



Notary Public

State of Commonwealth of Pennsylvania

County of: Philadelphia

My Commission expires: May 17, 2007

